AGILENT TECHNOLOGIES INC

Form 4

Common

Stock

November 18, 2004

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549								OMB APPROVAL				
								OMB Number:	3235-0287			
Check th if no long				· ana			~ ****			Expires:	January 31, 2005	
subject to Section 1 Form 4 c	subject to Section 16. Form 4 or SIATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES							NERSHIP OF	Estimated average burden hours per response 0			
Form 5 obligatio may confined See Instruction 1(b).	sinue. Section 17	(a) of the l	Public U	tility F	Hold		pany	Act of	e Act of 1934, 1935 or Section 0	ı		
(Print or Type l	Responses)											
DADAULOL E EDULADO IVI			2. Issuer Name and Ticker or Trading Symbol						5. Relationship of Reporting Person(s) to Issuer			
			AGILE:	NT TE	ECH	INOLOG	IES]	INC	(Check	all applicable)	
(Last)	(First) MILL ROAD, M	(Middle) IS A3-18	3. Date of (Month/D 11/16/2	ay/Yea		ansaction			X Director X Officer (give below) President, (Owner r (specify rman	
				endment, Date Original onth/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
PALO ALT	O, CA 94306								Form filed by Me Person	ore than One Rep	porting	
(City)	(State)	(Zip)	Tabl	e I - No	on-D	erivative S	Securi	ties Acqu	aired, Disposed of,	or Beneficiall	y Owned	
1.Title of Security (Instr. 3)	2. Transaction Dat (Month/Day/Year)		Date, if	3. Transa Code (Instr.	8)	4. Securit n(A) or Dis (Instr. 3, 4	posed	of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock	10/29/2004			A(1)		263.54	A	\$ 12.39	55,828.58	D		

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02) required to respond unless the form displays a currently valid OMB control number.

432

I

By Son

Edgar Filing: AGILENT TECHNOLOGIES INC - Form 4

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of deprivative Expiration Date Expiration Date Expiration Date Expiration Date (Month/Day/Year) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		7. Title and Amou Underlying Securi (Instr. 3 and 4)		
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amo Num Shar
Employee Stock Option (right to buy) (2)	\$ 22.8	11/16/2004		A	160,000	11/16/2005(3)	11/15/2014	Common Stock	160

Reporting Owners

Reporting Owner Name / Address	Relationships						
Reporting Owner Name / Namess	Director	10% Owner	Officer	Other			
BARNHOLT EDWARD W 395 PAGE MILL ROAD, MS A3-18 PALO ALTO, CA 94306	X		President, CEO, and Chairman				

Signatures

By: D. Craig Nordlund / Attorney-in-fact

11/18/2004 Date

**Signature of Reporting Person

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Shares acquired in an Employee Stock Purchase Plan under Section 423 of the Internal Revenue Code of 1986, as amended, in a transaction exempt under Rule 16b-3.
- (2) Right to buy Agilent Technologies, Inc. common stock granted under the Agilent Technologies, Inc. 1999 Stock Plan complying with Rule 16b-3.
- (3) The option is exercisable in four equal annual installments beginning on the first anniversary of the date of the grant. The first vesting date is stated.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Reporting Owners 2