

AGILENT TECHNOLOGIES INC

Form 3

November 21, 2007

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *

Justice Lonnie G.

(Last)

(First)

(Middle)

2. Date of Event Requiring Statement

(Month/Day/Year)

11/15/2007

3. Issuer Name and Ticker or Trading Symbol

AGILENT TECHNOLOGIES INC [A]

4. Relationship of Reporting Person(s) to Issuer

5. If Amendment, Date Original Filed(Month/Day/Year)

(Check all applicable)

☐ Director ☐ 10% Owner☒ Officer ☐ Other

(give title below) (specify below)

Vice President

6. Individual or Joint/Group

Filing(Check Applicable Line)

☒ Form filed by One Reporting Person☐ Form filed by More than One Reporting Person

5301 STEVENS CREEK BLVD.

(Street)

SANTA CLARA, CA 95051

(City)

(State)

(Zip)

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)

2. Amount of Securities Beneficially Owned (Instr. 4)

3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)

4. Nature of Indirect Beneficial Ownership (Instr. 5)

Common Stock

1,752.9295

D

A

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

SEC 1473 (7-02)

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

1. Title of Derivative Security (Instr. 4)

2. Date Exercisable and Expiration Date (Month/Day/Year)

Date Exercisable Expiration Date

3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)

Title Amount or Number of

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security: Direct (D) or Indirect

6. Nature of Indirect Beneficial Ownership (Instr. 5)

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				Shares		(I) (Instr. 5)	
Employee Stock Option (Right to Buy) ⁽¹⁾	02/12/2000 ⁽²⁾	02/11/2009	Common Stock	1,822	\$ 41.63	D	Â
Employee Stock Option (Right to Buy) ⁽³⁾	11/26/2002 ⁽²⁾	11/25/2011	Common Stock	9,411	\$ 24.45	D	Â
Employee Stock Option (Right to Buy) ⁽³⁾	12/22/2004 ⁽²⁾	11/12/2010	Common Stock	3,500	\$ 26.83	D	Â
Employee Stock Option (Right to Buy) ⁽³⁾	01/26/2005 ⁽⁴⁾	01/25/2014	Common Stock	21,002	\$ 31.93	D	Â
Employee Stock Option (Right to Buy) ⁽³⁾	01/24/2006 ⁽⁴⁾	01/23/2015	Common Stock	23,628	\$ 20.62	D	Â
Employee Stock Option (Right to Buy) ⁽³⁾	01/17/2007 ⁽⁴⁾	01/16/2016	Common Stock	18,377	\$ 31.93	D	Â
Employee Stock Option (Right to Buy) ⁽³⁾	11/15/2007 ⁽⁴⁾	11/14/2016	Common Stock	17,000	\$ 33.14	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Justice Lonnie G. 5301 STEVENS CREEK BLVD. SANTA CLARA, CA 95051	Â	Â	Â Vice President	Â

Signatures

Marie Oh Huber, attorney-in-fact for Mr.
Justice

11/21/2007

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) Conversion from HP stock options as a result of the June 2, 2000 spin-off of Agilent Technologies, Inc. by Hewlett-Packard Company, in a transaction exempt from Rule 16b-3.
- (2) The option is fully vested and exercisable.
- (3) Right to buy Agilent Technologies, Inc. common stock granted under the Agilent Technologies, Inc. 1999 Stock Plan, in compliance with Rule 16b-3.
- (4) 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.
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