

AGILENT TECHNOLOGIES INC

Form 4

June 18, 2008

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN 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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Odeh Saleem N.

2. Issuer Name **and** Ticker or Trading
Symbol
AGILENT TECHNOLOGIES INC
[A]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
5301 STEVENS CREEK BLVD.
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
06/17/2008

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
Vice President

SANTA CLARA, CA 95051

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	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)	
			Code	V	Amount	(A) or (D)	Price	
Common Stock	06/17/2008		M		11,814	A	\$ 20.62	20,342.9857 D
Common Stock	06/17/2008		M		42	A	\$ 26.83	20,384.9857 D
Common Stock	06/17/2008		M		25,902	A	\$ 26.83	46,286.9857 D
Common Stock	06/17/2008		M		43,056	A	\$ 24.45	89,342.9857 D
Common Stock	06/17/2008		S		173	D	\$ 37.44	89,169.9857 D

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Common Stock	06/17/2008	S	5,800	D	\$ 37.45	83,369.9857	D
Common Stock	06/17/2008	S	12,714	D	\$ 37.46	70,655.9857	D
Common Stock	06/17/2008	S	7,583	D	\$ 37.47	63,072.9857	D
Common Stock	06/17/2008	S	23,200	D	\$ 37.48	39,872.9857	D
Common Stock	06/17/2008	S	9,079	D	\$ 37.49	30,793.9857	D
Common Stock	06/17/2008	S	17,865	D	\$ 37.5	12,928.9857	D
Common Stock	06/17/2008	S	4,400	D	\$ 37.51	8,528.9857	D

Common Stock						459	I	Held by Saleem N. Odeh & Sharon M. Odeh Trust
Common Stock						25.317	I	By 401(k) Plan

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

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SEC 1474
(9-02)

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 Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option	\$ 20.62	06/17/2008		M			11,814	01/24/2006	01/23/2015	Common Stock	11,814

(Right to
Buy)Employee
Stock

Option	\$ 26.83	06/17/2008	M	42	12/22/2004	05/16/2010	Common Stock	42
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Employee
Stock

Option	\$ 26.83	06/17/2008	M	25,902	12/22/2004	11/12/2010	Common Stock	25,902
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Employee
Stock

Option	\$ 24.45	06/17/2008	M	43,056	11/26/2002	11/25/2011	Common Stock	43,056
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Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Odeh Saleem N.
5301 STEVENS CREEK BLVD.
SANTA CLARA, CA 95051

Vice President

Signatures

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

06/18/2008

__Signature of Reporting Person

Date

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).

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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