

AGILENT TECHNOLOGIES INC  
 Form 4  
 March 07, 2003  
 SEC Form 4

<p><b>FORM 4</b></p> <p>[ ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).</p> <p>(Print or Type Responses)</p>	<p><b>UNITED STATES SECURITIES AND EXCHANGE COMMISSION</b>                  Washington, D.C. 20549</p> <p><b>STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP</b></p> <p>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</p>	<p>OMB APPROVAL</p> <hr/> <p>OMB Number: 3235-0287                  Expires: January 31, 2005                  Estimated average burden hours per response: . . . . 0.5</p>
<p>1. Name and Address of Reporting Person*</p> <p><b>Lawrence, David M.</b></p> <hr/> <p>(Last) (First)                  (Middle)  <b>395 Page Mill Road, MS A3-18</b></p> <hr/> <p>(Street)  <b>Palo Alto, CA 94306</b></p> <hr/> <p>(City) (State)                  (Zip)</p>	<p>2. Issuer Name and Ticker or Trading Symbol</p> <p><b>Agilent Technologies, Inc. (A)</b></p>	<p>6. Relationship of Reporting Person(s) to Issuer (Check all applicable)</p> <p><input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner  <input type="checkbox"/> Officer <input type="checkbox"/> Other</p> <hr/> <p>7. Individual or Joint/Group Filing (Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person  <input type="checkbox"/> Form filed by More than One Reporting Person</p>
<p>3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)</p>	<p>4. Statement for Month/Day/Year</p> <p style="text-align: center;"><b>March 05, 2003</b></p> <hr/> <p>5. If Amendment, Date of Original (Month/Day/Year)</p>	

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 and Voluntary Code (Instr. 8)	4. Securities Acquired (A) or Disposed (D) Of (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)
Common Stock			Code   V	Amount   A/D   Price	<b>1,546.00</b>	<b>D</b>	
Common Stock					<b>3,966.00</b>	<b>I</b>	<b>By Trust</b>

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v). (over)  
 SEC 1474 (9-02)

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**Form 4 (continued)**

<p><b>Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>                  (e.g., puts, calls, warrants, options, convertible securities)</p>
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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 and Voluntary Code (V) (Instr.8)	5. Number of Derivative Securities Acquired (A) or Disposed (D) Of (Instr. 3,4 and 5)	6. Date Exercisable(DE) and Expiration Date(ED) (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr.5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transactions (Instr.4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr.4)	11. Nature of Indirect Beneficial Ownership (Instr.4)
Non-Employee Director Stock Option (right to buy) (1)	\$12.83	03/05/2003		A	(A) 12,987	03/05/2004   03/04/2013	Common Stock - 12,987		12,987	D	
Non-Employee Director Stock Option (right to buy)	\$0.29					03/01/1997   02/28/2006	Common Stock - 1,103		1,103	D	
Non-Employee Director Stock Option (right to buy)	\$32.56					03/03/1998   03/02/2007	Common Stock - 3,685		3,685	D	
Non-Employee Director Stock Option (right to buy)	\$38.31					03/02/1999   03/01/2008	Common Stock - 3,123		3,123	D	
Non-Employee Director Stock Option (right to buy)	\$37.51					03/01/2000   02/28/2009	Common Stock - 6,884		6,884	D	
Non-Employee Director Stock Option (right to buy)	\$30.00					11/18/2000   11/17/2009	Common Stock - 30,702		30,702	D	
Non-Employee Director Stock Option (right to buy)	\$36.70					03/01/2002   02/28/2011	Common Stock - 3,935		3,935	D	
Non-Employee Director Stock Option (right to buy)	\$32.35					03/01/2003   02/29/2012	Common Stock - 4,561		4,561	D	

Explanation of Responses :

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations.

See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

**By: Marie Oh Huber /**  
**Attorney-in-fact for**  
**03-07-2003**  
 \*\* Signature of Reporting Person

Date

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**Power of Attorney**

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.

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**Form 4 (continued)**

**FOOTNOTE Descriptions for Agilent Technologies, Inc. (A)**

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**David M. Lawrence**  
**395 Page Mill Road, MS A3-18**  
**Palo Alto, CA 94306**

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**Explanation of responses:**

**(1) Right to buy Agilent Technologies, Inc. common stock granted under the Agilent Technologies, Inc. 1999 Non-Employee Director Stock Plan.**