

AGILENT TECHNOLOGIES INC

Form 4

May 18, 2007

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
NORDLUND D CRAIG

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)

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

____ Director ____ 10% Owner
X Officer (give title below) ____ Other (specify below)
Sr VP, General Counsel & Sec.

5301 STEVENS CREEK BLVD, MS
1A-LC

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

SANTA CLARA, CA 95051

(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	05/16/2007		M		8,563	A	\$ 33.9	62,503.42	D	
Common Stock	05/16/2007		M		40,000	A	\$ 24.45	102,503.42	D	
Common Stock	05/16/2007		S		400	D	\$ 37.53	102,103.42	D	
Common Stock	05/16/2007		S		600	D	\$ 37.51	101,503.42	D	
Common Stock	05/16/2007		S		47,563	D	\$ 37.5	53,940.42	D	

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Common Stock	05/17/2007	S	400	D	\$ 37.86	53,540.42	D
Common Stock	05/17/2007	S	5,511	D	\$ 37.85	48,029.42	D
Common Stock	05/17/2007	S	1,000	D	\$ 37.78	47,029.42	D
Common Stock	05/17/2007	S	2,300	D	\$ 37.79	44,729.42	D
Common Stock	05/17/2007	S	4,500	D	\$ 37.8	40,229.42	D
Common Stock	05/17/2007	S	700	D	\$ 37.81	39,529.42	D
Common Stock	05/17/2007	S	45	D	\$ 37.83	39,484.42	D
Common Stock	05/17/2007	G	750	D	\$ 0	38,734.42	D
Common Stock						38	I
Common Stock						38	I
Common Stock						38	I

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	\$ 33.9 ⁽¹⁾	05/16/2007		M			8,563	11/20/1998	11/19/2007	Common	8,563

Stock
Option
(right to
buy)

Stock (1)

Employee

Stock
Option
(right to
buy)

\$ 24.45
(1)

05/16/2007

M

40,000

11/26/2002

11/25/2011

Common
Stock

40,000
(1)

Reporting Owners

Reporting Owner Name / Address

Relationships

Director

10% Owner

Officer

Other

NORDLUND D CRAIG
5301 STEVENS CREEK BLVD, MS 1A-LC
SANTA CLARA, CA 95051

Sr VP, General Counsel & Sec.

Signatures

By: Marie Oh Huber /
Attorney-in-fact

05/18/2007

____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).

(1) Pursuant to the anti-dilution provisions in the Agilent Technologies, Inc. 1999 Stock Plan, the reporting person's stock options were adjusted to maintain their aggregate economic value in connection with the spinoff of the Issuer's subsidiary, Verigy Ltd., on October 31, 2006. The distribution of Verigy shares in connection with the spinoff was determined by the Board of Directors of the Issuer. The number of post-distribution option shares were determined by multiplying the pre-distribution shares by 1.05014 and rounding down to the largest number of whole shares. The post-distribution exercise price was calculated by multiplying the pre-distribution exercise price by 0.95224. The reported option shares and exercise price reflect such post-distribution calculation.

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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