AGILENT TECHNOLOGIES INC

Form 4 March 18, 2016

FORM 4

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

OMB

Estimated average

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

3235-0287 Number: January 31, Expires: 2005

OMB APPROVAL

Form 4 or Form 5 obligations may continue.

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

burden hours per response... 0.5

1(b).

Stock

(Print or Type Responses)

See Instruction

| | Address of Reporting P | Person * 2. Issue Symbol | er Name and Ticker or Trading | 5. Relationship of Reporting Person(s) to Issuer | | | |
|-----------------|------------------------|-----------------------------|------------------------------------|--|--|--|--|
| | | AGILE [A] | ENT TECHNOLOGIES INC | (Check all applicable) | | | |
| (Last) | (First) (M | | of Earliest Transaction | _X_ Director 10% Owner Officer (give title Other (specify | | | |
| 5301 STEV | ENS CREEK BLV | | Day/Year) 2016 | below) below) | | | |
| | (Street) | 4. If Ame | endment, Date Original | 6. Individual or Joint/Group Filing(Check | | | |
| | | Filed(Mon | onth/Day/Year) | Applicable Line) _X_ Form filed by One Reporting Person | | | |
| SANTA CL | ARA, CA 95051 | | | Form filed by More than One Reporting Person | | | |
| (City) | (State) | Zip) Tabl | le I - Non-Derivative Securities A | cquired, Disposed of, or Beneficially Owned | | | |
| 1.Title of | 2. Transaction Date | 2A. Deemed | 3. 4. Securities Acquire | d 5. Amount of 6. Ownership 7. Nature of | | | |
| Security | (Month/Day/Year) | Execution Date, if | Transaction(A) or Disposed of (I | O) Securities Form: Direct Indirect | | | |
| (Instr. 3) | | any | Code (Instr. 3, 4 and 5) | Beneficially (D) or Beneficial | | | |
| | | (Month/Day/Year) | (Instr. 8) | Owned Indirect (I) Ownership | | | |
| | | | | Following (Instr. 4) (Instr. 4) | | | |
| | | | (A) | Reported Transaction(s) | | | |
| | | | or | (Instr. 3 and 4) | | | |
| | | | Code V Amount (D) Pri | e | | | |
| Common Stock | 03/17/2016 | | A $4,704$ A 30 | 11,378.428 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.

(2)

39.29

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

(1)

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| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transacti Code (Instr. 8) | | | ate | 7. Title Amoun Under | nt of lying ities | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene |
|---|---|---|---|---------------------------------------|-----------------------------------|---------------------|-----------------|----------------------------|-------------------------|--|---------------------------------|
| | Derivative Security | | | | Securities Acquired | | | (Instr. | 3 and 4) | | Owne Follo |
| | | | | | (A) or Disposed | | | | | | Repo Trans |
| | | | | | of (D) (Instr. 3, 4, and 5) | | | | | | (Instr |
| | | | | | 4, and 3) | | | | Amount | | |
| | | | | | | Date Exercisable | Expiration Date | Title | or Number of | | |
| | | | | Code V | (A) (D) | | | | Shares | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | |
|--|---------------|-----------|---------|-------|--|--|
| Troporting of their remarks | Director | 10% Owner | Officer | Other | | |
| SCANGOS GEORGE A 5301 STEVENS CREEK BLVD SANTA CLARA, CA 95051 | X | | | | | |

Signatures

/s/ Michael Tang, attorney-in-fact for Dr. Scangos 03/17/2016

**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) Shares acquired from award of Agilent Technologies, Inc. common stock for Non-Employee Directors that are fully vested upon grant.
- (2) 8.405 shares were acquired through the Agilent Technologies, Inc. dividend reinvestment plan.

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.

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