AGILENT TECHNOLOGIES INC

Form 5

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FORM 5						OM	IB APPROVAL	
[X] Check this box if no longer	UNITED STATES SECURITIES AND EXCHANGE COMMISSION							
subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).	Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP 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(f) of the Investment Company Act of 1940					OMB N 3235-03	362	
[X]Form 4 Transactions						2001 Estimate burden	ed average er response	
Name and Address of Reporting Kniss, Richard	g Person*	Issuer Name or Trading Sy Agilent Technology		4. Statement (Month/Y	Tear) Iss	uer	porting Person(s) to	
(Last) (First) 395 Page Mill Road, MS A3-18	(Middle)	3. I.R.S. Identif Number of R Person, if an (voluntary)	eporting	5. If Amendment, Date of Original (Month/Year) Owner X		Directo	(Check all applicable) Director 10% K Officer	
(Street) Palo Alto, CA 94306					Of	her ficer/Other scription <u>Ser</u>	nior Vice President	
(City) (State)	(Zip)			Filing (C X Individ				
Table I - Non-Derivative Secur	rities Acquired, I	Disposed of, or I	Beneficially Owne	d		Tours Court Court	>	
	ssaction Date nth/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed (D) Of S (Instr. 3, 4, and 5) B C E Is Y		5. Amount of Securities Beneficially Owned at End of Issuer's Fiscal Year (Instr. 3 and 4)	6. Owner- ship Form: Direct(D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock 03/12/2	2001	D4	8,413.00 \$36.05	D	2,334.89	9 D		
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If the form is filed by more than one reporting person, see instruction 4(b)(v).

(over)

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Form 5 (continued)

Table II			.cquired, Disp		eneficially Owned curities)					
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/ Day/ Year)	4. Transaction Code	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 at End of Year (Instr.4)	10. Owner-ship Form of Deriv- ative Security: Direct (D) or Indirect (I)	11. Nature of Indirect Beneficial Ownership (Instr.4)
					(DE) (ED)					
Employee Stock Option (right to buy)	\$35.59				11/20/1998 11/19/2007	Common Stock - 6,940		6,940	D	
Employee Stock Option (right to buy)	\$30.26				11/21/1997	Common Stock - 3,470		3,470	D	
Employee Stock Option (right to buy)	\$30.00				11/20/2000 11/17/2009	Common Stock - 6,792		6,792	D	
Employee Stock Option (right to buy)	\$30.00				11/18/2000 11/17/2009	Common Stock - 75,000		75,000	D	
Employee Stock Option (right to buy)	\$30.00				11/17/2000 11/17/2009	Common Stock - 27,171		27,171	D	
Employee Stock Option (right to buy)	\$34.11				11/19/1999 11/18/2008	Common Stock - 26,026		26,026	D	

Explanation of Responses :

** Intentional	misstatements	or omissions of	facts
constitute Fed	leral Criminal V	iolations.	

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.

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

12-07-2001

** Signature of Reporting Person Date

Marie Oh Huber / Attorney-in-fact Richard Kniss

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currently valid OMB number.