

AGILENT TECHNOLOGIES INC

Form 4

June 07, 2002

SEC Form 4

FORM 4 [] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).		UNITED STATES SECURITIES AND EXCHANGE COMMISSION 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 APPROVAL OMB Number: 3235-0287 Expires: January 31, 2005 Estimated average burden hours per response: 0.5
1. Name and Address of Reporting Person* Barnholt, Edward W. (Last) (First) (Middle) 395 Page Mill Road, MS A3-18 (Street) Palo Alto, CA 94306 (City) (State) (Zip)		2. Issuer Name and Ticker or Trading Symbol Agilent Technologies, Inc. (A) 3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)	4. Statement for (Month/Year) May 2002 5. If Amendment, Date of Original (Month/Year)	6. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director _____ 10% Owner <input checked="" type="checkbox"/> Officer _____ Other Officer/Other Description President, Chief Executive Officer, and Director 7. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Individual Filing <input type="checkbox"/> Joint/Group Filing

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned						
1. Title of Security (Instr. 3)	2. Transaction Date (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 at End of Month (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/D Price			
Common Stock	05/07/2002	A (1) V	378.19 A \$25.54	52,243.34	D	
Common Stock				432.00	I	By Son
Common Stock				1,045.00	I	Custodian for first daughter
Common Stock				502.00	I	Custodian for second daughter

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

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

(over)
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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)	4. Transaction Code and Voluntary (V) Code (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 at End of Month (Instr.4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I)	11. Nature of Indirect Beneficial Ownership (Instr.4)
Employee Stock Option (right to buy)	\$10.62				11/18/1994 11/17/2003	Common Stock - 86,755		86,755	D	
Employee Stock Option (right to buy)	\$14.54				11/17/1995 11/16/2004	Common Stock - 86,755		86,755	D	
Employee Stock Option (right to buy)	\$25.92				11/17/1996 11/16/2005	Common Stock - 52,053		52,053	D	
Employee Stock Option (right to buy)	\$30.26				11/21/1997 11/20/2006	Common Stock - 52,053		52,053	D	
Employee Stock Option (right to buy)	\$35.59				11/20/1998 11/19/2007	Common Stock - 104,106		104,106	D	
Employee Stock Option (right to buy)	\$34.11				11/19/1999 11/18/2008	Common Stock - 121,458		121,458	D	
Employee Stock Option (right to buy)	\$30.00				11/18/2000 11/17/2009	Common Stock - 750,000		750,000	D	
Employee Stock Option (right to buy)	\$30.00				11/20/2000 11/17/2009	Common Stock - 101,891		101,891	D	
Employee Stock	\$30.00				11/19/2001 11/17/2009	Common Stock -		40,756	D	

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Option (right to buy)						40,756				
Employee Stock Option (right to buy)	\$58.85				12/14/2001 12/13/2010	Common Stock - 500,000		500,000	D	
Employee Stock Option (right to buy)	\$25.67				11/26/2002 11/25/2011	Common Stock - 750,000		750,000	D	

Explanation of Responses :

** Intentional misstatements or omissions of facts **By: Marie Oh Huber / Attorney-in-fact**
constitute Federal Criminal Violations.

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

06-07-2002
** Signature of Reporting Person
Date

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

Power of Attorney

See Instruction 6 for procedure.

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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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FOOTNOTE Descriptions for Agilent Technologies, Inc. (A)

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Edward W. Barnholt
395 Page Mill Road, MS A3-18
Palo Alto, CA 94306

Explanation of responses:

(1) Shares acquired in a qualified Employee Stock Purchase Plan under Section 423
of the Internal Revenue Code of 1986, as amended, in a transaction exempt under
Rule 16b-3.

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