

AGILENT TECHNOLOGIES INC
 Form 4
 May 25, 2011

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 SULLIVAN WILLIAM P

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)
 5301 STEVENS CREEK BLVD, MS
 1A-LC

3. Date of Earliest Transaction
 (Month/Day/Year)
 05/23/2011

Director 10% Owner
 Officer (give title below) Other (specify below)
 President and CEO

(Street)
 SANTA CLARA, CA 95051

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	05/23/2011		M		22,578 A \$ 23.16	339,566	D
Common Stock	05/23/2011		S		22,578 D \$ 49	316,988	D
Common Stock	05/23/2011		M		224,311 A \$ 33.04	541,299	D
Common Stock	05/23/2011		S		224,311 D \$ 49.059	316,988	D
	05/23/2011		M		113,122 A \$ 19	430,110	D

Common
Stock

Common Stock	05/23/2011		S	113,122	D	\$ 48.653 (2)	316,988	D
-----------------	------------	--	---	---------	---	---------------------	---------	---

Common Stock							9,678.722	I	By 401(k) Plan
-----------------	--	--	--	--	--	--	-----------	---	-------------------

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.

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 Underlying Security (Instr. 3 and 4)	Amount Number Shares
Employee Stock Option (Right to Buy)	\$ 23.16	05/23/2011		M	22,578	03/01/2006 ⁽³⁾ 02/28/2015	Common Stock	22
Employee Stock Option (Right to Buy)	\$ 33.04	05/23/2011		M	224,311	11/15/2006 ⁽³⁾ 11/14/2015	Common Stock	224
Employee Stock Option (Right to Buy)	\$ 19	05/23/2011		M	113,122	11/18/2009 ⁽³⁾ 11/17/2018	Common Stock	113

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

