

AGILENT TECHNOLOGIES INC
 Form 4/A
 November 18, 2004

FORM 4

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

OMB APPROVAL

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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 *
 LAWRENCE DAVID M

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
 Officer (give title below) Other (specify below)

395 PAGE MILL ROAD, MS A3-18

06/02/2000

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)
 07/07/2000

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

PALO ALTO, CA 94306

(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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D)	Price			
Common Stock	06/02/2000		J ⁽¹⁾	V	553	A \$ 0 1,553	D	

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)

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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 Security (Instr. 3 and 4)	8. Amount or Number of Shares
Non-Employee Director Stock Option (right to buy)	\$ 38.31	06/02/2000		J ⁽²⁾	V 3,123	03/02/1999 03/01/2008	Common Stock	3,
Non-Employee Director Stock Option (right to buy)	\$ 37.51	06/02/2000		J ⁽²⁾	V 6,884	03/01/2000 02/28/2009	Common Stock	6,
Non-Employee Director Stock Option (right to buy)	\$ 0.29	06/02/2000		J ⁽²⁾	V 1,103	03/01/1997 02/28/2006	Common Stock	1,
Non-Employee Director Stock Option (right to buy)	\$ 32.56	06/02/2000		J ⁽²⁾	V 3,685	03/03/1998 03/02/2007	Common Stock	3,
Non-Employee Director Stock Option (right to buy)	\$ 30					11/18/2000 11/17/2009	Common Stock	30

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LAWRENCE DAVID M 395 PAGE MILL ROAD, MS A3-18 PALO ALTO, CA 94306	X			

Signatures

By: D. Craig Nordlund /
Attorney-in-fact 07/07/2000

**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).

The reporting person's Form 4, dated July 7, 2000, reported 577 shares acquired in a pro rata distribution on June 2, 2000 by

(1) Hewlett-Packard Company of its interest in Agilent Technologies, Inc., in a transaction exempt under Rule 16b-3. The actual number of shares acquired by the reporting person in that transaction was 553 shares.

(2) Conversion from HP stock options to Agilent stock options as a result of the June 2, 2000 spin-off of Agilent Technologies, Inc. by Hewlett-Packard Company, in a transaction exempt from Rule 16b-3.

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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