

AGILENT TECHNOLOGIES INC

Form 4

March 21, 2006

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

OMB APPROVAL

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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 *
NORDLUND D CRAIG2. 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)
395 PAGE MILL ROAD, MS A3-183. Date of Earliest Transaction
(Month/Day/Year)
03/17/2006☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
Sr VP, General Counsel & Sec.(Street)
PALO ALTO, CA 943064. 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 Beneficial Ownership (Instr. 4)
Common Stock	03/17/2006		M	6,940 A	\$ 30.26	38,512.01	D
Common Stock	03/17/2006		M	40,000 A	\$ 25.67	78,512.01	D
Common Stock	03/17/2006		S	40 D	\$ 38.06	78,472.01	D
Common Stock	03/17/2006		S	46,900 D	\$ 38.07	31,572.01	D
Common Stock					38	I	By first daughter

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Common Stock	38	I	Custodian for second daughter
Common Stock	38	I	Custodian for son

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

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(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 of Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 30.26	03/17/2006		M		6,940		11/21/1997	11/20/2006	Common Stock	6,940
Employee Stock Option (right to buy)	\$ 25.67	03/17/2006		M		40,000		11/26/2002	11/25/2011	Common Stock	40,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
NORDLUND D CRAIG 395 PAGE MILL ROAD, MS A3-18 PALO ALTO, CA 94306	Sr VP, General Counsel & Sec.

Signatures

By: Marie Oh Huber /
Attorney-in-fact

03/21/2006

__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).

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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