

AGILENT TECHNOLOGIES INC
Form 4
May 18, 2007

FORM 4

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

OMB APPROVAL

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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 CRAIG

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)
05/16/2007

____ Director
 Officer (give title below) Sr VP, General Counsel & Sec.
____ 10% Owner
____ Other (specify below)

(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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	05/16/2007		M		8,563	A	\$ 33.9
Common Stock	05/16/2007		M		40,000	A	\$ 24.45
Common Stock	05/16/2007		S		400	D	\$ 37.53
Common Stock	05/16/2007		S		600	D	\$ 37.51
Common Stock	05/16/2007		S		47,563	D	\$ 37.5
							62,503.42
							102,503.42
							102,103.42
							101,503.42
							53,940.42

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Common Stock	05/17/2007	S	400	D	\$ 37.86	53,540.42	D	
Common Stock	05/17/2007	S	5,511	D	\$ 37.85	48,029.42	D	
Common Stock	05/17/2007	S	1,000	D	\$ 37.78	47,029.42	D	
Common Stock	05/17/2007	S	2,300	D	\$ 37.79	44,729.42	D	
Common Stock	05/17/2007	S	4,500	D	\$ 37.8	40,229.42	D	
Common Stock	05/17/2007	S	700	D	\$ 37.81	39,529.42	D	
Common Stock	05/17/2007	S	45	D	\$ 37.83	39,484.42	D	
Common Stock	05/17/2007	G	750	D	\$ 0	38,734.42	D	
Common Stock						38	I	By first daughter
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.

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.

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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)	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	\$ 33.9 ⁽¹⁾	05/16/2007		M	8,563	11/20/1998	11/19/2007	Common	8,563

