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AGILENT TECHNOLOGIES INC

Form 4

November 20, 2008

(Print or Type Responses)

FORM 4		OMB AP	PROVAL
1 OTTIVI 4	UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549	OMB Number:	3235-0287
Check this box if no longer	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF	Expires:	January 31, 2005
subject to Section 16.	SECUDITIES	Estimated av burden hour	s per
Form 4 or Form 5 obligations	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	response	0.5
may continue. <i>See</i> Instruction 1(b).	30(h) of the Investment Company Act of 1940		

` ,	• ′								
1. Name and HERBOLI	Syı	mbol		d Ticker or Trading	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(Last)	(First)	(Middle) 3.]	3. Date of Earliest Transaction				_X_ Director	109	
5301 STEV	JENS CREEK R		(Month/Day/Year)				below)	ve titleOth below)	ner (specify
5301 STEVENS CREEK BLVD, MS 11/18/2008 1A-LC									
	4.]	4. If Amendment, Date Original			6. Individual or Joint/Group Filing(Check				
	File	Filed(Month/Day/Year)				Applicable Line)			
SANTA C	LARA, CA 9505	1				_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Tabl	le I - Non-	Derivative Securities	s Acq	quired, Disposed	of, or Beneficia	lly Owned
1.Title of	2. Transaction Date	e 2A. Deemed		3.	4. Securities	5	. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)		te, if		onAcquired (A) or		Securities	Form: Direct	Indirect
(Instr. 3)		any (Month/Day/Y	Year)	Code (Instr. 8)	Disposed of (D) (Instr. 3, 4 and 5)		Beneficially Owned	(D) or Indirect (I)	Ownership
		•		,	,	F	Following	(Instr. 4)	(Instr. 4)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Reported

Transaction(s)

(Instr. 3 and 4)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amou
Derivative Security	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Securi

(A)

or

Code V Amount (D) Price

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(Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)			Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		(Month/Day/Year)		(Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amo or Nun of S
Non-Employee Director Stock Option (right to buy) (1)	\$ 19	11/18/2008		A		11,312		<u>(2)</u>	11/17/2018	Common Stock	11,

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
HERBOLD ROBERT J 5301 STEVENS CREEK BLVD, MS 1A-LC SANTA CLARA, CA 95051	X						

Signatures

/s/ Marie Oh Huber, attorney-in-fact for Mr. Herbold

11/20/2008

**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).
- (1) Right to buy Agilent Technologies, Inc. common stock granted under the Agilent Technologies, Inc. 1999 Non-Employee Director Stock Plan.
- The option becomes exercisable in four increments, of 25% each, and vests initially upon the annual stockholders meeting following the grant date. The second, third and fourth vesting date shall be the dates six months, nine months and one year, respectively, following the grant date. The option is forfeited if a non-employee director terminates service at or before the annual stockholders meeting following the grant date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. 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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