

DILLON ADRIAN T
 Form 4
 March 15, 2010

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 *
DILLON ADRIAN T

2. Issuer Name and Ticker or Trading Symbol
**AGILENT TECHNOLOGIES INC
 [A]**

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
 EVP, Finance & Admin., CFO

(Last) (First) (Middle)
 5301 STEVENS CREEK BLVD, MS 1A-LC
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 03/11/2010

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 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 (D) Price | | | |
| Common Stock | 03/11/2010 | | M | 110,029 A \$ 26 | 239,954.257 | D | |
| Common Stock | 03/11/2010 | | S | 110,029 D \$ 33.43 (1) | 129,925.257 | D | |
| Common Stock | 03/11/2010 | | M | 56,707 A \$ 27.16 | 186,632.257 | D | |
| Common Stock | 03/11/2010 | | S | 56,707 D \$ 33.433 (2) | 129,925.257 | D | |

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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) | Amount | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|---------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Number Shares |
| Employee Stock Option (Right to Buy) | \$ 26 | 03/11/2010 | | M | 110,029 | 12/03/2002 | 12/02/2011 | Common Stock | 110,0 |
| Employee Stock Option (Right to Buy) | \$ 27.16 | 03/11/2010 | | M | 56,707 | 11/18/2004 | 11/17/2013 | Common Stock | 56,70 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

DILLON ADRIAN T
5301 STEVENS CREEK BLVD, MS 1A-LC
SANTA CLARA, CA 95051

EVP, Finance & Admin., CFO

Signatures

/s/ Stephen D. Williams, attorney-in-fact for Mr. Dillon

03/15/2010

**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) The weighted average sales price was \$33.43 with a range of \$33.40 to \$33.50. The actual sales prices are as follow: 5,424 shares sold at \$33.40; 8,800 shares sold at \$33.405; 1,600 shares sold at \$33.408; 100 shares sold at \$33.409; 7,776 shares sold at \$33.41; 10,520 shares sold at \$33.415; 1,200 shares sold at \$33.418; 12,600 shares sold at \$33.42; 700 shares sold at \$33.425; 20,900 shares sold at \$33.43;

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21,500 shares sold at \$33.435; 880 shares sold at \$33.438; 100 shares sold at \$33.439; 2,100 shares sold at \$33.44; 1,600 shares sold at \$33.45; 2,400 shares sold at \$33.46; 2,000 shares sold at \$33.47; 5,000 shares sold at \$33.48; 100 shares sold at \$33.481; 4,536 shares sold at \$33.49; 100 shares sold at \$33.495; and 93 shares sold at \$33.50.

- (2) The weighted average sales price was \$33.433 with a range of \$33.405 to \$33.505. The actual sales prices are as follow: 10,900 shares sold at \$33.405; 1,500 shares sold at \$33.408; 500 shares sold at \$33.41; 12,600 shares sold at \$33.415; 1,200 shares sold at \$33.418; 400 shares sold at \$33.419; 1,500 shares sold at \$33.42; 900 shares sold at \$33.425; 2,700 shares sold at \$33.43; 11,000 shares sold at \$33.435; 400 shares sold at \$33.438; 1,100 shares sold at \$33.44; 200 shares sold at \$33.45; 100 shares sold at \$33.455; 300 shares sold at \$33.46; 576 shares sold at \$33.47; 600 shares sold at \$33.478; 4,524 shares sold at \$33.48; 3,035 shares sold at \$33.49; 100 shares sold at \$33.491; 265 shares sold at \$33.492; 1,600 shares sold at \$33.495; 107 shares sold at \$33.50; and 600 shares sold at \$33.505.

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.