

AGILENT TECHNOLOGIES INC

Form 4

September 04, 2014

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

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

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Sene Guy

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  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
09/02/2014

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)  
Senior Vice President

SANTA CLARA, CA 95051

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

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 09/02/2014                              |                                                             | M                                       | V Amount (A) or (D) Price<br>10,000 A \$ 37.83                          | 42,713                                                                                                             | D                                                                    |                                                                   |
| Common<br>Stock                       | 09/02/2014                              |                                                             | M                                       | 14,500 A \$ 35.84                                                       | 57,213                                                                                                             | D                                                                    |                                                                   |
| Common<br>Stock                       | 09/02/2014                              |                                                             | M                                       | 26,296 A \$ 37.21                                                       | 83,509                                                                                                             | D                                                                    |                                                                   |
| Common<br>Stock                       | 09/02/2014                              |                                                             | M                                       | 12,521 A \$ 35.21                                                       | 96,030                                                                                                             | D                                                                    |                                                                   |
| Common<br>Stock                       | 09/02/2014                              |                                                             | S                                       | 63,317 D \$ 57.62<br>(1)                                                | 32,713                                                                                                             | D                                                                    |                                                                   |

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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.**

SEC 1474  
(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 or Number of Shares |
|-----------------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|----------------------------|
| Employee Stock Option (Right to Buy) <sup>(2)</sup> | \$ 37.83                                               | 09/02/2014                           |                                                    | M                              | 10,000                                                                                  | 11/30/2008 <sup>(3)</sup> 11/29/2017                     | Common Stock                                                  | 0                          |
| Employee Stock Option (Right to Buy) <sup>(2)</sup> | \$ 35.84                                               | 09/02/2014                           |                                                    | M                              | 14,500                                                                                  | 11/21/2013 <sup>(4)</sup> 11/20/2022                     | Common Stock                                                  | 0                          |
| Employee Stock Option (Right to Buy) <sup>(2)</sup> | \$ 37.21                                               | 09/02/2014                           |                                                    | M                              | 26,296                                                                                  | 11/17/2012 <sup>(4)</sup> 11/16/2021                     | Common Stock                                                  | 0                          |
| Employee Stock Option (Right to Buy) <sup>(2)</sup> | \$ 35.21                                               | 09/02/2014                           |                                                    | M                              | 12,521                                                                                  | 11/17/2011 <sup>(4)</sup> 11/16/2020                     | Common Stock                                                  | 0                          |

## Reporting Owners

| Reporting Owner Name / Address      | Relationships                    |
|-------------------------------------|----------------------------------|
|                                     | Director 10% Owner Officer Other |
| Sene Guy<br>5301 STEVENS CREEK BLVD | Senior Vice President            |

SANTA CLARA, CA 95051

## Signatures

Stephen D. Williams, attorney-in-fact for  
Mr. Sene

09/03/2014

\_\_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 sale price was \$57.62 with a range of \$57.60 - \$57.68.
- (2) Right to buy Agilent Technologies, Inc. common stock granted under the Agilent Technologies, Inc. Stock Plan, in compliance with Rule 16b-3.
- (3) The option is fully vested and exercisable
- (4) The option is exercisable in four equal annual installments beginning on the first anniversary of the date of the grant. The first vesting date is stated.

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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