

AGILENT TECHNOLOGIES INC

Form 4

November 21, 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 *
Glaize Solange

(Last) (First) (Middle)

5301 STEVENS CREEK BLVD

(Street)

SANTA CLARA, CA 95051

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
11/19/2014

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
VP, Chief Accounting Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

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	11/19/2014		A	(A) or (D) Amount (1) \$ 1,884 40.8	7,545.387 (2)	I	Family Trust
Common Stock	11/19/2014		F	(3) Amount (4) \$ 709 40.8	6,836.387	I	Family Trust
Common Stock	11/19/2014		A	(4) Amount (5) \$ 1,464 40.8	3,866.296 (5)	D	
Common Stock	11/19/2014		F	(6) Amount (7) \$ 61 40.8	3,805.296	D	

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 Security (Instr. 3 and 4)
Employee Stock Option (Right to Buy) ⁽⁷⁾	\$ 40.8	11/19/2014		A	22,583	11/19/2015 ⁽⁸⁾ 11/18/2024	Common Stock 22,5

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Glaize Solange 5301 STEVENS CREEK BLVD SANTA CLARA, CA 95051	VP, Chief Accounting Officer

Signatures

/s/ P. Diana Chiu, attorney-in-fact for Ms. Glaize
11/20/2014
 **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) On November 19, 2014, pursuant to the Agilent Technologies, Inc. Long-Term Performance Program, 1,884 shares of common stock of Agilent Technologies, Inc. were awarded to the reporting person.
- (2) Includes shares of common stock underlying RSUs resulting from the adjustment of RSUs held prior to November 1, 2014, pursuant to the terms of an employee matters agreement between Agilent and Keysight Technologies, Inc., dated as of August 1, 2014.
- (3) The reporting person surrendered 709 shares to Agilent to satisfy tax liability on the release of her restricted shares in accordance with Rule 16b-3.
- (4)

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On November 19, 2014, pursuant to the Agilent Technologies, Inc. Long-Term Performance Program, 1,464 shares of common stock of Agilent Technologies, Inc. were awarded to the reporting person. Under the Agilent Technologies, Inc. Deferred Compensation Plan, the reporting person has elected to defer 1,391 of such shares of common stock

- (5) 5.953 shares were acquired through the Agilent Technologies Dividend Reinvestment plan
- (6) The reporting person surrendered 61 shares to Agilent to satisfy tax liability on the release of her restricted shares in accordance with Rule 16b-3.
- (7) Right to buy Agilent Technologies, Inc. common stock granted under the Agilent Technologies, Inc. Stock Plan, in compliance with Rule 16b-3.
- (8) 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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