

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 \*  
SULLIVAN WILLIAM P

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)  
11/19/2014

☐ Director ☐ 10% Owner  
☒ Officer (give title below) ☐ Other (specify below)  
President and CEO

(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<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>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.<br>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                       | 11/19/2014                              |                                                             | A                                       | (A)<br>or<br>(D)<br>Amount<br>(1) Price<br>73,498<br>\$ 40.8        | 549,483.961<br>(2) (3)                                                                                             | D                                                                       |                                                                   |
| Common<br>Stock                       | 11/19/2014                              |                                                             | F                                       | (4)<br>27,621<br>\$ 40.8                                            | 521,862.961                                                                                                        | D                                                                       |                                                                   |
| Common<br>Stock                       | 11/20/2014                              |                                                             | F                                       | (5)<br>9,298<br>\$ 41.26                                            | 512,564.961                                                                                                        | D                                                                       |                                                                   |

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  
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SEC 1474  
(9-02)

| 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) |                 |              |                         |
|-----------------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-----|-------------------------------------------------------------|-----------------|--------------|-------------------------|
|                                                     |                                                        |                                      |                                                    | Code                           | V                                                                                       | (A)                                                      | (D) | Date Exercisable                                            | Expiration Date | Title        | Amount Number of Shares |
| Employee Stock Option (Right to Buy) <sup>(6)</sup> | \$ 40.8                                                | 11/19/2014                           |                                                    | A                              |                                                                                         | 184,281                                                  |     | 11/19/2015 <sup>(7)</sup>                                   | 11/18/2024      | Common Stock | 184,281                 |

**Reporting Owner Name / Address**

|          |           |         |  |       |
|----------|-----------|---------|--|-------|
| Director | 10% Owner | Officer |  | Other |
|----------|-----------|---------|--|-------|

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

X

President and CEO

/s/ P. Diana Chiu, attorney-in-fact for Mr. Sullivan

11/20/2014

**\*\*Signature of Reporting Person**

Date \_\_\_\_\_

\* 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, 73,498 shares of common stock of Agilent Technologies, Inc. were awarded to the reporting person.
- (2) 390.954 shares were acquired through the Agilent Technologies, Inc. dividend reinvestment plan.
- (3) 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.
- (4) The reporting person surrendered 27,621 shares to Agilent to satisfy tax liability on the release of his restricted shares in accordance with Rule 16b-3.
- (5) The reporting person surrendered 9,298 shares to Agilent to satisfy tax liability on the release of his restricted shares in accordance with Rule 16b-3.
- (6) Right to buy Agilent Technologies, Inc. common stock granted under the Agilent Technologies, Inc. Stock Plan, in compliance with Rule 16b-3.

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- (7) 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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