

Gonsalves Rodney
Form 4
November 15, 2018

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Gonsalves Rodney

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)
11/13/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
V.P., Corporate Controller

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 (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 Ownership (Instr. 4)	
			Code	V	Amount or Price			
Common Stock	11/13/2018		A		3,277 (1) 64.34	A	\$ 27,180.9257 (2) (3)	D
Common Stock	11/13/2018		A		10,410 (4) 64.34	A	\$ 37,590.9257	D
Common Stock	11/13/2018		F		246 (5) 64.34	D	\$ 37,344.9257	D
Common Stock	11/14/2018		F		262 (6) 63.47	D	\$ 37,082.9257	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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 3)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Gonsalves Rodney 5301 STEVENS CREEK BLVD SANTA CLARA, CA 95051			V.P., Corporate Controller	

Signatures

/s/ P. Diana Chiu, attorney-in-fact for Mr. Gonsalves
 11/13/2018
 **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) Restricted Stock Units granted under the Agilent Technologies, Inc. 2018 Stock Plan, in compliance with Rule 16b-3. The restricted stock units vest in four equal annual installments beginning on November 13, 2019 and are subject to a 1 year post-vest holding period.
- (2) 17,149 shares were acquired through the Agilent Technologies, Inc. dividend reinvestment plan.
- (3) 192,6591 shares acquired in an Employee Stock Purchase Plan under Section 423 of the Internal Revenue Code of 1986, as amended, in a transaction exempt under Rule 16b-3.
- (4) On November 13, 2018, 10,410 shares of common stock of Agilent Technologies, Inc. were issued to the reporting person pursuant to the Agilent Technologies, Inc. Long-Term Performance Program. The shares are subject to a 1 year post-vest holding period. 9,888 shares were deferred pursuant to the Agilent Technologies, Inc. Deferred Compensation Plan.
- (5)

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The reporting person surrendered 246 shares to Agilent Technologies, Inc. to satisfy the tax liability on the vesting of restricted stock units in accordance with Rule 16b-3

- (6) The reporting person surrendered 262 shares to Agilent Technologies, Inc. to satisfy the tax liability on the vesting of restricted stock units in accordance with Rule 16b-3

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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