

AGILENT TECHNOLOGIES INC

Form 5

December 11, 2001

FORM 5 [X] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b). [] Form 3 Holdings Reported [X] Form 4 Transactions Reported	UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP 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(f) of the Investment Company Act of 1940				OMB APPROVAL OMB Number: 3235-0362 Expires: December 31, 2001 Estimated average burden hours per response. . . . 0.5	
1. Name and Address of Reporting Person* Kniss, Richard (Last) (First) (Middle) 395 Page Mill Road, MS A3-18 (Street) Palo Alto, CA 94306 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol Agilent Technologies, Inc. (A) 3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)	4. Statement for (Month/Year) October 2001 5. If Amendment, Date of Original (Month/Year)	6. Relationship of Reporting Person(s) to Issuer (Check all applicable) _____ Director _____ 10% Owner ☒ _____ Officer _____ Other Officer/Other Description Senior Vice President 7. Individual or Joint/Group Filing (Check Applicable Line) ☒ Individual Filing ☐ Joint/Group Filing			
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned						
1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed (D) Of (Instr. 3, 4, and 5) Amount A/D Price	5. Amount of Securities Beneficially Owned at End of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct(D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	03/12/2001	D4	8,413.00 D \$36.05	2,334.89	D	

If the form is filed by more than one reporting person, see instruction 4(b)(v).

 (over)
 SEC 2270 (3-99)

Kniss, Richard - October 2001

Form 5 (continued)

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. Conver- sion or Exercise Price of Deri- vative Security	3. Transaction Date (Month/ Day/ Year)	4. Transaction Code	5. Number of Derivative Securities Acquired (A) or Disposed (D) Of (Instr. 3,4 and 5)	6. Date Exercisable(DE) and Expiration Date(ED) (Month/Day/Year) (DE) (ED)	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 at End of Year (Instr.4)	10. Owner- ship Form of Deriv- ative Security: Direct (D) or Indirect (I)	11. Nature of Indirect Beneficial Ownership (Instr.4)
Employee Stock Option (right to buy)	\$35.59				11/20/1998 11/19/2007	Common Stock - 6,940		6,940	D	
Employee Stock Option (right to buy)	\$30.26				11/21/1997 11/20/2006	Common Stock - 3,470		3,470	D	
Employee Stock Option (right to buy)	\$30.00				11/20/2000 11/17/2009	Common Stock - 6,792		6,792	D	
Employee Stock Option (right to buy)	\$30.00				11/18/2000 11/17/2009	Common Stock - 75,000		75,000	D	
Employee Stock Option (right to buy)	\$30.00				11/17/2000 11/17/2009	Common Stock - 27,171		27,171	D	
Employee Stock Option (right to buy)	\$34.11				11/19/1999 11/18/2008	Common Stock - 26,026		26,026	D	

Explanation of Responses :

** Intentional misstatements or omissions of facts _____
constitute Federal Criminal Violations.

See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a). **12-07-2001**
** Signature of Reporting Person
Date

Note: File three copies of this Form, one of
which must be manually signed. If space is
insufficient,

See Instruction 6 for procedure.

**Marie Oh Huber / Attorney-in-fact
Richard Kniss**

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.