

AGILENT TECHNOLOGIES INC
 Form 4
 November 21, 2002
 SEC Form 4

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|--|---|--|---|
| <p align="center">FORM 4</p> <p>[] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).</p> | <p>UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549</p> <p>STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP</p> <p>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</p> | <p align="center">OMB APPROVAL</p> <hr/> <p>OMB Number: 3235-0287 Expires: January 31, 2005 Estimated average burden hours per response: 0.5</p> | |
| <p>1. Name and Address of Reporting Person* Chang, Dick M.</p> <hr/> <p>(Last) (First) (Middle) 395 Page Mill Road, MS A3-18</p> <hr/> <p>(Street) Palo Alto, CA 94306</p> <hr/> <p>(City) (State) (Zip)</p> | <p>2. Issuer Name and Ticker or Trading Symbol Agilent Technologies, Inc. (A)</p> <hr/> <p>3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)</p> | <p>4. Statement for (Month/Date/Year) November 19, 2002</p> <hr/> <p>5. If Amendment, Date of Original (Month/Year)</p> | <p>6. Relationship of Reporting Person(s) to Issuer (Check all applicable)</p> <p>_____ Director _____</p> <p>10% Owner _____</p> <p><input checked="" type="checkbox"/> Officer _____</p> <p>Other _____</p> <p>Officer/Other Description Senior Vice President</p> <hr/> <p>7. Individual or Joint/Group Filing (Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Individual Filing</p> <p><input type="checkbox"/> Joint/Group Filing</p> |

| 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 and Voluntary Code (Instr. 8) | 4. Securities Acquired (A) or Disposed (D) Of (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) |
| | | Code V | Amount A/D Price | | | |
| Common Stock | | | | 12,733.22 | D | |
| | | | | | | |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.
 * If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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| Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) | | | | | | | | | | |
|--|------------------|----------------|----------------|--------------|-----------------------------|------------------------|-------------|-------------------------|------------|------------------------|
| 1. Title of Derivative | 2. Conversion or | 3. Transaction | 4. Transaction | 5. Number of | 6. Date Exercisable(DE) and | 7. Title and Amount of | 8. Price of | 9. Number of Derivative | 10. Owner- | 11. Nature of Indirect |
| | | | | | | | | | | |

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| Security (Instr. 3) | Exercise Price of Derivative Security | Date (Month/Day/Year) | Code and Voluntary Code (Instr.8) | Derivative Securities Acquired (A) or Disposed (D) Of (Instr. 3,4 and 5) | Expiration Date(ED) (Month/Day/Year) | Underlying Securities (Instr. 3 and 4) | Derivative Security (Instr.5) | Securities Beneficially Owned Following Reported Transaction(s) (Instr.4) | ship Form of Derivative Security: Direct (D) or Indirect (I) | Beneficial Ownership (Instr.4) |
|--------------------------------------|---------------------------------------|-----------------------|-----------------------------------|--|--------------------------------------|--|-------------------------------|---|--|--------------------------------|
| | | | Code V | | (DE) (ED) | | | | | |
| Employee Stock Option (right to buy) | \$15.89 | 11/19/2002 | A | (A) 100,000 | 11/19/2003 (1) 11/18/2012 | Common Stock - 100,000 | | 100,000 | D | |
| Employee Stock Option (right to buy) | \$43.71 | | | | 02/12/2000 02/11/2009 | Common Stock - 7,808 | | 7,808 | D | |
| Employee Stock Option (right to buy) | \$30.00 | | | | 11/18/2000 11/17/2009 | Common Stock - 40,000 | | 40,000 | D | |
| Employee Stock Option (right to buy) | \$80.28 | | | | 05/17/2003 05/16/2010 | Common Stock - 100 | | 100 | D | |
| Employee Stock Option (right to buy) | \$47.25 | | | | 09/28/2001 09/27/2010 | Common Stock - 20,000 | | 20,000 | D | |
| Employee Stock Option (right to buy) | \$39.41 | | | | 11/13/2001 11/12/2010 | Common Stock - 70,000 | | 70,000 | D | |
| Employee Stock Option (right to buy) | \$25.67 | | | | 11/26/2002 11/25/2011 | Common Stock - 70,000 | | 70,000 | D | |
| Employee Stock Option (right to buy) | \$32.35 | | | | 03/01/2003 02/29/2012 | Common Stock - 30,000 | | 30,000 | D | |
| | | | | | | | | | | |

Explanation of Responses :

** Intentional misstatements or omissions of facts **By: Marie Oh Huber / Attorney-in-fact** constitute Federal Criminal Violations.

See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a). 11-20-2002 -
 ** Signature of Reporting Person

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Date

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

Power of Attorney

See Instruction 6 for procedure.

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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.

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FOOTNOTE Descriptions for Agilent Technologies, Inc. (A)

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Dick M. Chang
395 Page Mill Road, MS A3-18
Palo Alto, CA 94306

Explanation of responses:

(1) 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.

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