

AGILENT TECHNOLOGIES INC

Form 4

June 18, 2008

FORM 4

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

OMB APPROVAL

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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 *
Odeh Saleem N.

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)

3. Date of Earliest Transaction (Month/Day/Year)
06/17/2008

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Vice President

5301 STEVENS CREEK BLVD.

(Street)

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

SANTA CLARA, CA 95051

(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 | (A) or (D) | Price |
| Common Stock | 06/17/2008 | | M | | 11,814 | A | \$ 20.62 |
| Common Stock | 06/17/2008 | | M | | 42 | A | \$ 26.83 |
| Common Stock | 06/17/2008 | | M | | 25,902 | A | \$ 26.83 |
| Common Stock | 06/17/2008 | | M | | 43,056 | A | \$ 24.45 |
| Common Stock | 06/17/2008 | | S | | 173 | D | \$ 37.44 |

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| | | | | | | | |
|--------------|------------|---|--------|---|----------|-------------|---|
| Common Stock | 06/17/2008 | S | 5,800 | D | \$ 37.45 | 83,369.9857 | D |
| Common Stock | 06/17/2008 | S | 12,714 | D | \$ 37.46 | 70,655.9857 | D |
| Common Stock | 06/17/2008 | S | 7,583 | D | \$ 37.47 | 63,072.9857 | D |
| Common Stock | 06/17/2008 | S | 23,200 | D | \$ 37.48 | 39,872.9857 | D |
| Common Stock | 06/17/2008 | S | 9,079 | D | \$ 37.49 | 30,793.9857 | D |
| Common Stock | 06/17/2008 | S | 17,865 | D | \$ 37.5 | 12,928.9857 | D |
| Common Stock | 06/17/2008 | S | 4,400 | D | \$ 37.51 | 8,528.9857 | D |

| | | | | | | | | |
|--------------|--|--|--|--|--|--------|---|---|
| Common Stock | | | | | | 459 | I | Held by Saleem N. Odeh & Sharon M. Odeh Trust |
| Common Stock | | | | | | 25.317 | I | By 401(k) Plan |

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 required to respond unless the form displays a currently valid OMB control number.

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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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee Stock Option | \$ 20.62 | 06/17/2008 | | M | 11,814 | 01/24/2006 | 01/23/2015 | Common Stock | 11,814 |

| | | | | | | | | |
|--|----------|------------|---|--------|------------|------------|--------------|--------|
| (Right to Buy) Employee Stock Option (Right to Buy) | \$ 26.83 | 06/17/2008 | M | 42 | 12/22/2004 | 05/16/2010 | Common Stock | 42 |
| (Right to Buy) Employee Stock Option (Right to Buy) | \$ 26.83 | 06/17/2008 | M | 25,902 | 12/22/2004 | 11/12/2010 | Common Stock | 25,902 |
| (Right to Buy) Employee Stock Option (Right to Buy) | \$ 24.45 | 06/17/2008 | M | 43,056 | 11/26/2002 | 11/25/2011 | Common Stock | 43,056 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------|-------|
| | Director | 10% Owner | Officer | Other |
| Odeh Saleem N. 5301 STEVENS CREEK BLVD. SANTA CLARA, CA 95051 | | | Vice President | |

Signatures

Marie Oh Huber, attorney-in-fact for Mr.
Odeh
 Signature of Reporting Person: _____
 Date: 06/18/2008

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).

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