

CLARK PAUL N
Form 4
December 03, 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 *
CLARK PAUL 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)
5301 STEVENS CREEK BLVD, MS 1A-LC

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
12/01/2008

Director 10% Owner
 Officer (give title below) Other (specify below)

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (D) | Price |
| Common Stock | 12/01/2008 | | A ⁽¹⁾ | | 1,086.32 | A | \$ 17.26 |
| | | | | | 14,784.27 | D | |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 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 Underlying (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|--|
| Non-Employee Director Stock Option (right to buy) ⁽²⁾ | \$ 33.24 | 11/18/2008 | | G V | 4,234 | 08/17/2006 ⁽³⁾ 05/16/2016 | Common Stock |
| Non-Employee Director Stock Option (right to buy) ⁽²⁾ | \$ 33.24 | 11/18/2008 | | G V | 4,234 | 08/17/2006 ⁽³⁾ 05/16/2016 | Common Stock |
| Non-Employee Director Stock Option (right to buy) ⁽²⁾ | \$ 33.14 | 11/18/2008 | | G V | 5,898 | ⁽⁵⁾ 11/14/2016 | Common Stock |
| Non-Employee Director Stock Option (right to buy) ⁽²⁾ | \$ 33.14 | 11/18/2008 | | G V | 5,898 | ⁽⁵⁾ 11/14/2016 | Common Stock |
| Non-Employee Director Stock Option (right to buy) ⁽²⁾ | \$ 35.8 | 11/18/2008 | | G V | 6,302 | ⁽⁵⁾ 11/18/2017 | Common Stock |
| Non-Employee Director Stock Option (right to buy) ⁽²⁾ | \$ 35.8 | 11/18/2008 | | G V | 6,302 | ⁽⁵⁾ 11/18/2017 | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| CLARK PAUL N 5301 STEVENS CREEK BLVD, MS 1A-LC SANTA CLARA, CA 95051 | X | | | |

Signatures

/s/ Marie Oh Huber, Attorney-in-fact for Mr.
Clark

12/03/2008

__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) Shares of the Company's common stock held in a deferral account pursuant to the Agilent Technologies, Inc. 2005 Deferred Compensation Plan for Non-Employee Directors.
 - (2) Right to buy Agilent Technologies, Inc. common stock granted under the Agilent Technologies, Inc. 1999 Non-Employee Director Stock Plan complying with Rule 16b-3.
 - (3) The option vests in four quarterly 25% increments, beginning on the first stated date.
 - (4) The reported transactions involve the reporting person's transfer of the options to his family's LLC which is an "immediate family member" under Instruction A.1(a)(5) of Form S-8.

The option becomes exercisable in four increments, of 25% each, and vests initially upon the annual stockholders meeting following the
 - (5) grant date if the director is in service at that date. The second, third and fourth vesting date shall be the dates six months, nine months and one year, respectively, following the grant date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. 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.