

DILLON ADRIAN T
 Form 4
 December 18, 2009

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 *
 DILLON ADRIAN T

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

3. Date of Earliest Transaction
 (Month/Day/Year)
 12/16/2009

____ Director
 Officer (give title below) _____ Other (specify below)
 EVP, Finance & Admin., CFO

(Street)
 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				(A) or (D)	Price
Common Stock	12/16/2009		M			11,000	A	\$ 15.14	140,925.257	D	
Common Stock	12/16/2009		S ⁽¹⁾			11,000	D	\$ 30.012	129,925.257	D	
Common Stock	12/16/2009		M			75,837	A	\$ 15.14	205,762.257	D	
Common Stock	12/16/2009		S ⁽²⁾			75,837	D	\$ 29.91	129,925.257	D	
Common Stock	12/16/2009		M			65,300	A	\$ 21.72	195,225.257	D	

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Common Stock 12/16/2009 S⁽³⁾ 65,300 D \$ 30.01 129,925.257 D

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

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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 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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 15.14	12/16/2009		M	11,000	11/19/2003 11/18/2012	Common Stock 11,000
Employee Stock Option (Right to Buy)	\$ 15.14	12/16/2009		M	75,837	11/19/2003 11/18/2012	Common Stock 75,837
Employee Stock Option (Right to Buy)	\$ 21.72	12/16/2009		M	65,300	11/16/2005 11/15/2014	Common Stock 65,300

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

DILLON ADRIAN T
5301 STEVENS CREEK BLVD, MS 1A-LC
SANTA CLARA, CA 95051

EVP, Finance & Admin., CFO

Signatures

/s/ Stephen D. Williams, attorney-in-fact for Mr.
Dillon

12/18/2009

__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) The weighted average sales price was \$30.012 with a range of \$30.00 to \$30.05. The actual sales prices are as follow: 6,300 shares sold at \$30.00; 700 shares sold at \$30.01; 2,000 shares sold at \$30.02; 1,000 shares sold at \$30.04; and 1,000 shares sold at \$30.05.
The weighted average sales price was \$29.91 with a range of \$29.90 to \$29.97. The actual sales prices are as follow: 58,921 shares sold at \$29.90; 1,615 shares sold at \$29.905; 1 share sold at \$29.908; 900 shares sold at \$29.91; 1,800 shares sold at \$29.93; 1,900 shares sold at \$29.935; 2,000 shares sold at \$29.95; 800 shares sold at \$29.955; 3,700 shares sold at \$29.96; 3,100 shares sold at \$29.965; and 1,100 shares sold at \$29.97.
- (2) The weighted average sales price was \$30.01 with a range of \$30.00 to \$30.08. The actual sales prices are as follow: 39,800 shares sold at \$30.00; 9,800 shares sold at \$30.01; 6,800 shares sold at \$30.02; 3,000 shares sold at \$30.03; 1,300 shares sold at \$30.04; 1,300 shares sold at \$30.05; 1,200 shares sold at \$30.06; 1,200 shares sold at \$30.07; and 900 shares sold at \$30.08.

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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