

McMullen Michael R.
Form 4
November 15, 2018

FORM 4

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

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
McMullen Michael R.

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.
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
11/13/2018

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
CEO and President

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	11/13/2018		A	Amount (1) 64,886	(A) or (D) A Price \$ 64.34	368,116.337 (2)	D
Common Stock	11/13/2018		A	166,588 (3)	A \$ 64.34	534,704.337	D
Common Stock	11/13/2018		F	3,916 (4)	D \$ 64.34	530,788.337	D
Common Stock	11/14/2018		F	6,191 (5)	D \$ 63.47	524,597.337	D

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

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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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
McMullen Michael R. 5301 STEVENS CREEK BLVD. SANTA CLARA, CA 95051	X		CEO and President	

Signatures

/s/ P. Diana Chiu, attorney-in-fact for Mr.
McMullen

11/15/2018

__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) Restricted Stock Units granted under the Agilent Technologies, Inc. 2018 Stock Plan, in compliance with Rule 16b-3. The restricted stock units vest in four equal annual installments beginning on November 13, 2019 and are subject to a 1 year post-vest holding period.
 - (2) 393,352 Shares acquired in an Employee Stock Purchase Plan under Section 423 of the Internal Revenue Code of 1986, as amended, in a transaction exempt under Rule 16b-3.
 - (3) On November 13, 2018, 166,588 shares of common stock of Agilent Technologies, Inc. were issued to the reporting person pursuant to the Agilent Technologies, Inc. Long-Term Performance Program. The shares are subject to a 1 year post-vest holding period.
 - (4) The reporting person surrendered 3,916 shares to Agilent Technologies, Inc. to satisfy the tax liability on the vesting of restricted stock units in accordance with Rule 16b-3.
 - (5)

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The reporting person surrendered 6,191 shares to Agilent Technologies, Inc. to satisfy tax withholding obligations on restricted stock units in accordance with Rule 16b-3.

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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