#### AGILENT TECHNOLOGIES INC

Form 4

November 18, 2011

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

**OMB APPROVAL** 

**OMB** 3235-0287 Number:

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if no longer subject to Section 16.

Check this box

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Form 5 obligations may continue. See Instruction

Form 4 or

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \*

(First)

(Street)

Symbol

5. Relationship of Reporting Person(s) to

Issuer

below)

HALLORAN JEAN

AGILENT TECHNOLOGIES INC

2. Issuer Name and Ticker or Trading

(Check all applicable)

Senior Vice President

[A]

(Middle)

3. Date of Earliest Transaction

Director X\_ Officer (give title

10% Owner Other (specify

(Month/Day/Year) 5301 STEVENS CREEK BLVD, MS 11/16/2011

1A-LC

(Last)

6. Individual or Joint/Group Filing(Check

4. If Amendment, Date Original Filed(Month/Day/Year)

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

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. 4. Securities Acquired (A) Transactionor Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			5. Amount of 6. Securities Ownership Beneficially Form: Owned Direct (D) Following or Indirect Reported (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
Common Stock	10/31/2011		Code $V$ $J_{(1)} V$	Amount 244.564	(A) or (D)	Price \$ 31.51	Transaction(s) (Instr. 3 and 4) 92,588.762	(Instr. 4)		
Common Stock	11/16/2011		A(2)	19,334	A	\$ 38.58	111,922.762	D		
Common Stock	11/16/2011		F	9,025	D	\$ 38.58	102,897.762	D		
Common Stock	11/17/2011		F	1,115	D	\$ 37.21	101,782.762	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)

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 orDerivative 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 Underlying Securition (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Sha
Employee Stock Option (Right to Buy) (3)	\$ 37.21	11/17/2011		A	39,444	11/17/2012 <u>(4)</u>	11/16/2021	Common Stock	39,4

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

HALLORAN JEAN 5301 STEVENS CREEK BLVD, MS 1A-LC SANTA CLARA, CA 95051

Senior Vice President

## **Signatures**

/s/ Stephen D. Williams, attorney-in-fact for Ms. Halloran

11/18/2011

\*\*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 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.
- (2) On November 16, 2011, 19,334 shares of common stock of Agilent Technologies, Inc. were awarded to the reporting person pursuant to the Agilent Technologies, Inc. Long-Term Performance Program.
- (3) Right to buy Agilent Technologies, Inc. common stock granted under the Agilent Technologies, Inc. 2009 Stock Plan, in compliance with Rule 16b-3.

**(4)** 

Reporting Owners 2

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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.

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.