McMullen Michael R. Form 4 November 15, 2012

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

OMB 3235-0287 Number:

January 31, Expires: 2005

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Estimated average response... 0.5

if no longer subject to Section 16. Form 4 or Form 5

Check this box

obligations may continue. See Instruction

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(b).

(Last)

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

(First)

(Street)

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

AGILENT TECHNOLOGIES INC

[A]

3. Date of Earliest Transaction Director 10% Owner

(Month/Day/Year)

Other (specify _X__ Officer (give title below) Senior Vice President

5301 STEVENS CREEK BLVD. 11/13/2012

(Middle)

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

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)	if Transaction Code		4. Securities Acquir nor Disposed of (D) (Instr. 3, 4 and 5) (A) or Amount (D)))	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)
Common Stock	04/30/2012		J	V	395.167 (1)	A	\$ 35.85	93,047.2769	D	
Common Stock	10/31/2012		J	V	350.108 (1)	A	\$ 30.59	93,397.3849	D	
Common Stock	11/13/2012		A		20,171 (2)	A	\$ 36.33	113,568.3849	D	
Common Stock	11/13/2012		F		8,093	D	\$ 36.33	105,475.3849	D	

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)

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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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title and	8. Price of	9. Nu
	Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Expiration Date		Amount of	Derivative	Deriv
	Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underlying	Security	Secui
	(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securities	(Instr. 5)	Bene
		Derivative				Securities			(Instr. 3 and 4)	Own
		Security				Acquired					Follo
						(A) or					Repo
						Disposed					Trans
						of (D)					(Instr
						(Instr. 3,					
						4, and 5)					
									Amoun	f	
										ı	
							Date	Expiration Date		r	
							Exercisable			ı	
				Code V	(A) (D)						
					Code V	of (D) (Instr. 3,		•	Amoun or Title Numbe 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

Senior Vice President

Signatures

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

11/14/2012

**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 13, 2012, pursuant to the Agilent Technologies, Inc. Long-Term Performance Program, 20,171 shares of common stock of Agilent Technologies, Inc. were awarded to the reporting person

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.

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