

AGILENT TECHNOLOGIES INC
Form 3
November 21, 2007

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â McMullen Michael R. | | (Month/Day/Year) | AGILENT TECHNOLOGIES INC [A] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| 5301 STEVENS CREEK BLVD. | | | (Check all applicable) | |
| (Street) | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) | |
| SANTA CLARA,Â CAÂ 95051 | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person | |
| | | | Vice President | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|----------------------------------------------------------|-------------------------------------------------------------------|----------------------------------------------------------|
| Common Stock | 5,866.3229 | D | Â |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|-----------------------------------------------|-------------------------------------------------------------|--------------------------------------------------------------------------------|--------------------------------------------------------|------------------------------------------------------------------------|----------------------------------------------------------|
| | Date Exercisable | Expiration Date | Title | Amount or Number of | |

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| | | | | Shares | | (I) (Instr. 5) | |
|--------------------------------------------------------|---------------------------|------------|-----------------|--------|----------|-------------------|---|
| Employee Stock Option (Right to Buy) ⁽¹⁾ | 02/12/2000 ⁽²⁾ | 02/11/2009 | Common Stock | 1,822 | \$ 41.63 | D | Â |
| Employee Stock Option (Right to Buy) ⁽³⁾ | 11/26/2002 ⁽²⁾ | 11/25/2011 | Common Stock | 12,601 | \$ 24.45 | D | Â |
| Employee Stock Option (Right to Buy) ⁽³⁾ | 11/19/2003 ⁽²⁾ | 11/18/2012 | Common Stock | 7,702 | \$ 15.14 | D | Â |
| Employee Stock Option (Right to Buy) ⁽³⁾ | 12/22/2004 ⁽²⁾ | 06/14/2011 | Common Stock | 1,050 | \$ 26.83 | D | Â |
| Employee Stock Option (Right to Buy) ⁽³⁾ | 12/22/2004 ⁽²⁾ | 05/16/2010 | Common Stock | 42 | \$ 26.83 | D | Â |
| Employee Stock Option (Right to Buy) ⁽³⁾ | 12/22/2004 ⁽²⁾ | 11/12/2010 | Common Stock | 2,870 | \$ 26.83 | D | Â |
| Employee Stock Option (Right to Buy) ⁽³⁾ | 12/22/2004 ⁽²⁾ | 02/03/2010 | Common Stock | 1,554 | \$ 26.83 | D | Â |
| Employee Stock Option (Right to Buy) ⁽³⁾ | 01/26/2005 ⁽⁴⁾ | 01/25/2014 | Common Stock | 26,253 | \$ 31.93 | D | Â |
| Employee Stock Option (Right to Buy) ⁽³⁾ | 01/24/2006 ⁽⁴⁾ | 01/23/2015 | Common Stock | 18,902 | \$ 20.62 | D | Â |
| Employee Stock Option (Right to Buy) ⁽³⁾ | 01/17/2007 ⁽⁴⁾ | 01/16/2016 | Common Stock | 18,377 | \$ 31.93 | D | Â |
| Employee Stock Option (Right to Buy) ⁽³⁾ | 11/15/2007 ⁽⁴⁾ | 11/14/2016 | Common Stock | 17,000 | \$ 33.14 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------------------------------------------------|---------------|-----------|------------------|-------|
| | Director | 10% Owner | Officer | Other |
| McMullen Michael R. 5301 STEVENS CREEK BLVD. SANTA CLARA, CA 95051 | Â | Â | Â Vice President | Â |

Signatures

Marie Oh Huber, attorney-in-fact for Mr.
McMullen

11/21/2007

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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) Conversion from HP stock options as a result of the June 2, 2000 spin-off of Agilent Technologies, Inc. by Hewlett-Packard Company, in a transaction exempt from Rule 16b-3.

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- (2) The option is fully vested and exercisable.
- (3) Right to buy Agilent Technologies, Inc. common stock granted under the Agilent Technologies, Inc. 1999 Stock Plan, in compliance with Rule 16b-3.
- (4) 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.

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