

HIRSCH DIDIER
Form 4
March 02, 2010

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 *
HIRSCH DIDIER

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)
02/26/2010

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
VP, Corp Controllership, Tax

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 | 02/26/2010 | | M | | 5,000 | A | \$ 21.72 |
| Common Stock | 02/26/2010 | | S | | 5,000 | D | \$ 31.401 <u>(1)</u> |
| Common Stock | 02/26/2010 | | M | | 5,000 | A | \$ 20.87 |
| Common Stock | 02/26/2010 | | S | | 5,000 | D | \$ 31.384 <u>(2)</u> |
| | 02/26/2010 | | M | | 5,000 | A | \$ 19 |

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Common
Stock

| | | | | | | | | |
|-----------------|------------|--|---|-------|---|---------------------|-------------|---|
| Common Stock | 02/26/2010 | | S | 5,000 | D | \$ 31.376 (3) | 14,871.6808 | D |
|-----------------|------------|--|---|-------|---|---------------------|-------------|---|

| | | | | | | | | | |
|-----------------|--|--|--|--|--|--|-----|---|-------------------|
| Common Stock | | | | | | | 100 | I | Held by Spouse |
|-----------------|--|--|--|--|--|--|-----|---|-------------------|

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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) | Amount or Number of Shares |
|---|--|---|---|--------------------------------------|---|--|---|--|
| | | | | Code V (A) (D) | | Date Exercisable Expiration Date | Title | |
| Employee Stock Option (Right to Buy) | \$ 21.72 | 02/26/2010 | | M | 5,000 | 11/16/2005 11/15/2014 | Common Stock | 5,000 |
| Employee Stock Option (Right to Buy) | \$ 20.87 | 02/26/2010 | | M | 5,000 | 05/17/2006 05/16/2015 | Common Stock | 5,000 |
| Employee Stock Option (Right to Buy) | \$ 19 | 02/26/2010 | | M | 5,000 | 11/18/2009 11/17/2018 | Common Stock | 5,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| HIRSCH DIDIER 5301 STEVENS CREEK BLVD. SANTA CLARA, CA 95051 | | | VP, Corp Controllershship, Tax | |

Signatures

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

03/02/2010

__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 \$31.401 with a range of \$31.40 to \$31.402. The actual sales prices are as follow: 100 shares sold at \$31.40; 3,800 shares sold at \$31.401; and 1,100 shares sold at \$31.402.
 - (2) The weighted average sales price was \$31.384 with a range of \$31.381 to \$31.391. The actual sales prices are as follow: 800 shares sold at \$31.381; 2,800 shares sold at \$31.382; and 1,400 shares sold at \$31.391.
 - (3) The weighted average sales price was \$31.376 with a range of \$31.371 to \$31.381. The actual sales prices are as follow: 800 shares sold at \$31.371; 1,900 shares sold at \$31.372; and 2,300 shares sold at \$31.381.

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.