AGILENT TECHNOLOGIES INC

Form 4

September 10, 2002

SEC Form 4

FORM 4	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP						OMB APPROVAL
or Form 4 or Form 5 obligations may continue. See Instruction 1(b).							January 31, 2005 d average burden r response 0.5
1. Name and Address of Reporting Person* White, Thomas (Last) (First) (Middle) 395 Page Mill Road, MS A3-18		2. Issuer Name and Ticker or Trading Symbol Agilent Technologies, Inc. (A) 3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)		(Month/Day/Year)		ssuer (Check	Reporting Person(s) to all applicable)
(Street) Palo Alto, CA 94306 (City) (State)	10% Owner X Officer Other Officer/Other Description Senior Vice President 7. Individual or Joint/Group Filing (Check Applicable Line) X Individual Filing Joint/Group Filing						
	nrities Acquired, nsaction Date onth/Day/Year)	1	4. Securities Act Disposed (D) Or (Instr. 3, 4, ar	quired (A) or	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Owner-ship Form: Direct(D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock 08/01/	/2002	A (1) V	114.00 \$18.	A 888	3,764.5	51 D	

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

(over) SEC 1474 (3-99)

White, Thomas - August 2002

Form 4 (continued)

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

^{*} If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/ Day/ Year)	4. Transaction Code and Voluntary (V) Code (Instr.8)	Expiration	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	of Derivative Security (Instr.5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr.4)	10. Owner-ship Form of Deriv- ative Security: Direct (D) or Indirect (I)	11. Nature of Indirect Beneficial Ownership (Instr.4)
Employee Stock Option (right to buy)	\$35.59			11/20/1998 11/19/2007	Common Stock - 6,940		6,940	D	
Employee Stock Option (right to buy)	\$34.11			11/19/1999 11/18/2008	Common Stock - 15,616		15,616	D	
Employee Stock Option (right to buy)	\$30.00			11/17/2000 11/17/2009	Common Stock - 12,226		12,226	D	
Employee Stock Option (right to buy)	\$30.00			11/18/2000 11/17/2009	Common Stock - 150,000		150,000	D	
Employee Stock Option (right to buy)	\$30.00			11/19/2001 11/17/2009	Common Stock - 20,378		20,378	D	
Employee Stock Option (right to buy)	\$58.85			12/14/2001 12/13/2010	Common Stock - 100,000		100,000	D	
Employee Stock Option (right to buy)	\$25.67			11/26/2002 11/25/2011	Common Stock - 175,000		175,000	D	

Explanation of Responses :

** Intentional misstatements or omissions of facts By: Marie Oh Huber / Attorney-in-fact constitute Federal Criminal Violations.

See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

** Signature of Reporting Person

Date

Note: File three copies of this Form, one of which must be manually signed. If space is

Power of Attorney

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insufficient,

See Instruction 6 for procedure.

Page 2 SEC 1474 (3-99)

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.

White, Thomas - August 2002

Form 4 (continued)

FOOTNOTE Descriptions for Agilent Technologies, Inc. (A)

Form 4 - August 2002

Thomas White 395 Page Mill Road, MS A3-18

Palo Alto, CA 94306

Explanation of responses:

(1) Shares acquired under the Employee Stock Purchase Plan, in a transaction exempt under Rule 16b-3.

Page 3