

AGILENT TECHNOLOGIES INC
Form 3/A
May 23, 2008

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

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 Odeh Saleem N.		(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)
				11/21/2007
5301 STEVENS CREEK BLVD.			(Check all applicable)	6. Individual or Joint/Group Filing(Check Applicable Line)
(Street)			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner	<input checked="" type="checkbox"/> Form filed by One Reporting Person
			<input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other	<input type="checkbox"/> Form filed by More than One Reporting Person
SANTA CLARA,Â CAÂ 95051			(give title below) (specify below)	
(City)	(State)	(Zip)	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	7,963.8447	D	Â
Common Stock	459	I	Held by Saleem N. Odeh & Sharon M. Odeh Trust
Common Stock <u>(1)</u>	25.302	I	By 401(k) Plan

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	2. Date Exercisable and Expiration Date	3. Title and Amount of Securities Underlying	4. Conversion	5. Ownership	6. Nature of Indirect Beneficial
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(Instr. 4)	(Month/Day/Year)		Derivative Security (Instr. 4)		or Exercise Price of Derivative Security	Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Employee Stock Option (Right to Buy) ⁽²⁾	02/12/2000 ⁽³⁾	02/11/2009	Common Stock	5,647	\$ 41.63	D	Â
Employee Stock Option (Right to Buy) ⁽⁴⁾	11/18/2000 ⁽³⁾	11/17/2009	Common Stock	22,428	\$ 28.57	D	Â
Employee Stock Option (Right to Buy) ⁽⁴⁾	11/26/2002 ⁽³⁾	11/25/2011	Common Stock	43,056	\$ 24.45	D	Â
Employee Stock Option (Right to Buy) ⁽⁴⁾	12/22/2004 ⁽³⁾	05/16/2010	Common Stock	42	\$ 26.83	D	Â
Employee Stock Option (Right to Buy) ⁽⁴⁾	12/22/2004 ⁽³⁾	11/12/2010	Common Stock	25,902	\$ 26.83	D	Â
Employee Stock Option (Right to Buy) ⁽⁴⁾	01/26/2005 ⁽⁵⁾	01/25/2014	Common Stock	42,005	\$ 31.93	D	Â
Employee Stock Option (Right to Buy) ⁽⁴⁾	01/24/2006 ⁽⁵⁾	01/23/2015	Common Stock	23,628	\$ 20.62	D	Â
Employee Stock Option (Right to Buy) ⁽⁴⁾	01/17/2007 ⁽⁵⁾	01/16/2016	Common Stock	21,002	\$ 31.93	D	Â
Employee Stock Option (Right to Buy) ⁽⁴⁾	11/15/2007 ⁽⁵⁾	11/14/2016	Common Stock	22,250	\$ 33.14	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Odeh Saleem N. 5301 STEVENS CREEK BLVD. SANTA CLARA, CA 95051	Â	Â	Â Vice President	Â

Signatures

Marie Oh Huber, attorney-in-fact for Mr. Odeh
Date: 05/23/2008

**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) On November 21, 2007, the reporting person inadvertently omitted to report the 25,302 shares from the 401(k) plan on the original Form 3.

(2)

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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.

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