

AGILENT TECHNOLOGIES INC
 Form 4
 March 15, 2010

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
 SULLIVAN WILLIAM P

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, MS
 1A-LC

3. Date of Earliest Transaction
 (Month/Day/Year)
 03/11/2010

Director 10% Owner
 Officer (give title below) Other (specify below)
 President and CEO

(Street)
 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 Indirect Beneficial Ownership (Instr. 4)		
				Code	V	Amount	Price		
Common Stock	03/11/2010		M		89,262	A	\$ 27.16	406,250	D
Common Stock	03/11/2010		S		89,262	D	\$ 33.364	316,988	D
Common Stock	03/11/2010		M		113,122	A	\$ 19	430,110	D
Common Stock	03/11/2010		S		113,122	D	\$ 33.456	316,988	D

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).

The weighted average sales price was \$33.364 with a range of \$33.265 to \$33.50. The actual sales prices are as follow: 10,800 shares sold at \$33.265; 500 shares sold at \$33.28; 100 shares sold at \$33.285; 100 shares sold at \$33.29; 300 shares sold at \$33.295; 1,562 shares sold at \$33.30; 1,200 shares sold at \$33.305; 5,100 shares sold at \$33.31; 100 shares sold at \$33.315; 6,500 shares sold at \$33.32; 10,300 shares sold at \$33.325; 1,300 shares sold at \$33.328; 100 shares sold at \$33.329; 6,598 shares sold at \$33.33; 500 shares sold at \$33.335; 1,200 shares sold at \$33.34; 100 shares sold at \$33.345; 500 shares sold at \$33.35; 500 shares sold at \$33.355; 2,100 shares sold at

(1) \$33.36; 100 shares sold at \$33.365; 100 shares sold at \$33.369; 1,400 shares sold at \$33.37; 700 shares sold at \$33.38; 100 shares sold at \$33.385; 800 shares sold at \$33.39; 200 shares sold at \$33.392; 100 shares sold at \$33.395; 2,800 shares sold at \$33.40; 2,300 shares sold at \$33.41; 100 shares sold at \$33.411; 1,500 shares sold at \$33.42; 9,502 shares sold at \$33.43; 4,200 shares sold at \$33.435; 1,100 shares sold at \$33.438; 100 shares sold at \$33.439; 6,500 shares sold at \$33.44; 1,800 shares sold at \$33.45; 2,500 shares sold at \$33.455; 1,100 shares sold at \$33.46; 100 shares sold at \$33.465; 2,100 shares sold at \$33.47; 100 shares sold at \$33.47; 300 shares sold at \$33.49; and 200 shares sold at \$33.50.

The weighted average sales price was \$33.456 with a range of \$33.265 to \$33.545. The actual sales prices are as follow: 100 shares sold at \$33.265; 300 shares sold at \$33.28; 300 shares sold at \$33.30; 100 shares sold at \$33.305; 1,100 shares sold at \$33.31; 900 shares sold at \$33.32; 100 shares sold at \$33.325; 1,000 shares sold at \$33.33; 100 shares sold at \$33.335; 300 shares sold at \$33.34; 200 shares sold at \$33.35; 200 shares sold at \$33.355; 503 shares sold at \$33.36; 300 shares sold at \$33.365; 800 shares sold at \$33.37; 200 shares sold at \$33.375; 1,000 shares sold at \$33.38; 300 shares sold at \$33.385; 2,500 shares sold at \$33.39; 600 shares sold at \$33.395; 2,900 shares sold at \$33.40; 2,400 shares sold at \$33.41; 3,600 shares sold at \$33.42; 300 shares sold at \$33.425; 4,300 shares sold at \$33.43; 8,900 shares sold at \$33.435; 7,600 shares sold at \$33.44; 900 shares sold at \$33.445; 3,100 shares sold at \$33.45; 900 shares sold at \$33.455; 4,000 shares sold at \$33.46; 300 shares sold at \$33.465; 10,600 shares sold at \$33.47; 19 shares sold at \$33.471; 3,800 shares sold at \$33.475; 800 shares sold at \$33.477; 11,500 shares sold at \$33.48; 200 shares sold at \$33.483; 5,900 shares sold at \$33.485; 9,700 shares sold at \$33.49; 6,600 shares sold at \$33.495; 8,200 shares sold at \$33.50; 100 shares sold at \$33.505; 2,300 shares sold at \$33.51; 500 shares sold at \$33.515; 1,200 shares sold at \$33.52; 100 shares sold at \$33.525; 800 shares sold at \$33.53; 100 shares sold at \$33.535; 400 shares sold at \$33.54; and 200 shares sold at \$33.545.

(3) The information in this report is based on a plan statement dated March 5, 2010 for the period ending February 28, 2010.

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.