HIRSCH DIDIER

Form 4 March 02, 2010

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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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

See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading HIRSCH DIDIER Issuer Symbol AGILENT TECHNOLOGIES INC (Check all applicable) [A] (Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner Other (specify _X__ Officer (give title (Month/Day/Year) below) 5301 STEVENS CREEK BLVD. 02/26/2010 VP, Corp Controllership, Tax (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting SANTA CLARA, CA 95051 Person

(City)	(State)	(Zip) Tab	le I - Non-l	Derivative	Secu	rities Acqu	ired, Disposed of	, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5)				5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
C			Code V	Amount	(D)	Price	(Instr. 3 and 4)		
Common Stock	02/26/2010		M	5,000	A	\$ 21.72	19,871.6808	D	
Common Stock	02/26/2010		S	5,000	D	\$ 31.401 (1)	14,871.6808	D	
Common Stock	02/26/2010		M	5,000	A	\$ 20.87	19,871.6808	D	
Common Stock	02/26/2010		S	5,000	D	\$ 31.384 (2)	14,871.6808	D	
	02/26/2010		M	5,000	A	\$ 19	19,871.6808	D	

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Common Stock

Stock

Common Stock	02/26/2010	S	5,000	D	\$ 31.376 (3)	14,871.6808	D	
Common						100	I	Held by

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

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(9-02)

Spouse

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. 5. Number Transaction Derivative Code Securities (Instr. 8) 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)		
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
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

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Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

HIRSCH DIDIER 5301 STEVENS CREEK BLVD. SANTA CLARA, CA 95051

VP, Corp Controllership, 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).
- 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.

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