

AGILENT TECHNOLOGIES INC

Form 4

May 31, 2016

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
CULLEN JAMES

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)

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

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

5301 STEVENS CREEK BLVD, MS
1A-LC

05/27/2016

(Street)

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

SANTA CLARA, CA 95051

(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)
Common Stock	05/27/2016		M	8,072 A	\$ 24.22	92,613.314 D	
Common Stock	05/27/2016		M	8,625 A	\$ 26.16	101,238.314 D	
Common Stock	05/27/2016		S	16,697 D	\$ 45.78 (1)	84,541.314 D	
Common Stock					2,088.227	I	By IRA
					3,000	I	

Common
StockBy Limited
Partnership

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

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SEC 1474
(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 Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Share
Non-Employee Director Stock Option (right to buy) ⁽²⁾	\$ 24.22	05/27/2016		M		8,072		⁽³⁾ 11/14/2016		Common Stock	8,072
Non-Employee Director Stock Option (right to buy) ⁽²⁾	\$ 26.16	05/27/2016		M		8,625		⁽³⁾ 11/18/2017		Common Stock	8,625

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

CULLEN JAMES
5301 STEVENS CREEK BLVD, MS 1A-LC
SANTA CLARA, CA 95051

X

Signatures

/s/ Michael Tang, attorney-in-fact for Mr.
Cullen

05/31/2016

**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) Weighted average selling price is \$45.78 with a range of \$45.77-\$45.80.

(2) Right to buy Agilent Technologies, Inc. common stock granted under the Agilent Technologies, Inc. 1999 Non-Employee Director Stock Plan.

(3) The option is fully vested and exercisable

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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