

Huber Marie Oh
 Form 3
 October 01, 2009

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

OMB APPROVAL

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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 Huber Marie Oh | | (Month/Day/Year) | AGILENT TECHNOLOGIES INC [A] | |
| (Last) | (First) | (Middle) | 09/22/2009 | |
| 5301 STEVENS CREEK BLVD, MS 1A-LC | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| SANTA CLARA,Â CAÂ 95051 | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | Sr VP, General Counsel & Sec. | <input type="checkbox"/> Form filed by More than One Reporting Person |

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 | 17,109.49 ⁽¹⁾ | D | Â |

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 (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|--|---|--|
| | Date Exercisable | Title | | | |

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| | Expiration Date | Amount or Number of Shares | or Indirect (I) (Instr. 5) |
|---|---------------------------|--------------------------------|----------------------------|
| Employee Stock Option (Right to Buy) ⁽²⁾ | 05/16/2010 | Common Stock 42 | \$ 26.83 D |
| Employee Stock Option (Right to Buy) ⁽²⁾ | 08/10/2010 | Common Stock 3,500 | \$ 26.83 D |
| Employee Stock Option (Right to Buy) ⁽²⁾ | 11/12/2010 | Common Stock 5,950 | \$ 26.83 D |
| Employee Stock Option (Right to Buy) ⁽²⁾ | 06/14/2011 | Common Stock 2,625 | \$ 28.55 D |
| Employee Stock Option (Right to Buy) ⁽²⁾ | 08/20/2011 | Common Stock 3,675 | \$ 24.43 D |
| Employee Stock Option (Right to Buy) ⁽²⁾ | 11/25/2011 | Common Stock 10,501 | \$ 24.45 D |
| Employee Stock Option (Right to Buy) ⁽²⁾ | 06/16/2012 | Common Stock 26,253 | \$ 23.54 D |
| Employee Stock Option (Right to Buy) ⁽²⁾ | 01/25/2014 | Common Stock 35,704 | \$ 31.93 D |
| Employee Stock Option (Right to Buy) ⁽²⁾ | 01/23/2015 | Common Stock 17,852 | \$ 20.62 D |
| Employee Stock Option (Right to Buy) ⁽²⁾ | 01/17/2007 ⁽⁴⁾ | 01/16/2016 Common Stock 21,528 | \$ 31.93 D |
| Employee Stock Option (Right to Buy) ⁽²⁾ | 11/15/2007 ⁽⁴⁾ | 11/14/2016 Common Stock 19,000 | \$ 33.14 D |
| Employee Stock Option (Right to Buy) ⁽²⁾ | 11/29/2008 ⁽⁴⁾ | 11/28/2017 Common Stock 17,250 | \$ 37.47 D |
| Employee Stock Option (Right to Buy) ⁽²⁾ | 11/18/2009 ⁽⁴⁾ | 11/17/2018 Common Stock 22,624 | \$ 19 D |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Huber Marie Oh 5301 STEVENS CREEK BLVD, MS 1A-LC SANTA CLARA, CA 95051 | | | Sr VP, General Counsel & Sec. | |

Signatures

/s/ Marie Oh
Huber

10/01/2009

**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) Includes 9,208 restricted stock units (RSUs) awarded on September 15, 2009. The RSUs vest in four equal installments beginning on September 15, 2010.
- (2) Right to buy Agilent Technologies, Inc. common stock granted under the Agilent Technologies, Inc. 1999 Stock Plan, in compliance with Rule 16b-3.
- (3) This option is fully vested and exercisable.
- (4) 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. 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.