

AGILENT TECHNOLOGIES INC

Form 4

November 19, 2013

**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 \*  
McMullen Michael R.

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.  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
11/15/2013

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)  
Senior Vice President

SANTA CLARA, CA 95051

4. If Amendment, Date Original  
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ 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	(A) or (D)	Price			
Common Stock	10/31/2013		J	V	238,627 <sup>(1)</sup>	A	\$ 43.15	91,340.1609	D	
Common Stock	11/15/2013		M		10,000	A	\$ 19	101,340.1609	D	
Common Stock	11/15/2013		S <sup>(2)</sup>		19,653	D	\$ 55.05 <sup>(3)</sup>	81,687.1609	D	
Common Stock	11/15/2013		F		2,593 <sup>(4)</sup>	D	\$ 54.93	79,094.1609	D	

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

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(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 of Underlying Security (Instr. 3 and 4)
Employee Stock Option (Right to Buy) <sup>(5)</sup>	\$ 19	11/15/2013		M	10,000	11/18/2009 <sup>(6)</sup> 11/17/2018	Common Stock 10,000

## Reporting Owners

Reporting Owner Name / Address	Relationships
McMullen Michael R. 5301 STEVENS CREEK BLVD. SANTA CLARA, CA 95051	Director 10% Owner Officer Other Senior Vice President

## Signatures

/s/ Stephen D. Williams, attorney-in-fact for Mr. McMullen

11/18/2013

                    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) Shares acquired in an Employee Stock Purchase Plan under Section 423 of the Internal Revenue Code of 1986, as amended, in a transaction exempt under Rule 16b-3.
- (2) This transaction was effected pursuant to a Rule 10b5-1 plan.
- (3) The weighted average sale price is \$55.05 with a range of \$55-\$55.07
- (4) The reporting person surrendered 2,593 shares to Agilent to satisfy tax liability on the release of his restricted shares in accordance with Rule 16b-3.

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(5) Right to buy Agilent Technologies, Inc. common stock granted under the Agilent Technologies, Inc. 1999 Stock Plan, in compliance with Rule 16b-3.

(6) 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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