

AGILENT TECHNOLOGIES INC

Form 4

February 23, 2015

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 *
Glaize Solange

(Last) (First) (Middle)

5301 STEVENS CREEK BLVD

(Street)

SANTA CLARA, CA 95051

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
AGILENT TECHNOLOGIES INC
[A]

3. Date of Earliest Transaction
(Month/Day/Year)
02/19/2015

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
VP, Chief Accounting Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

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	02/19/2015		M	8,901	A \$ 25.73	14,271.454 (1)	D
Common Stock	02/19/2015		S	8,901	D \$ 41.5	5,370.454	D
Common Stock	02/19/2015		M	5,689	A \$ 21.53	11,059.454	D
Common Stock	02/19/2015		S	5,689	D \$ 41.5	5,370.454	D
Common Stock	02/20/2015		M	7,710	A \$ 27.19	13,080.454	D

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Common Stock	02/20/2015	S	7,710	D	\$ 42	5,370.454	D	
Common Stock	02/20/2015	M	10,400	A	\$ 26.19	15,770.454	D	
Common Stock	02/20/2015	S	10,400	D	\$ 42	5,370.454	D	
Common Stock						5,661.387	I	Family Trust

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 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) ⁽²⁾	\$ 25.73	02/19/2015		M		8,901		11/17/2011 ⁽³⁾	11/16/2020	Common Stock	8,901
Employee Stock Option (Right to Buy) ⁽²⁾	\$ 21.53	02/19/2015		M		5,689		11/18/2010 ⁽³⁾	11/17/2019	Common Stock	5,689
Employee Stock Option (Right to Buy) ⁽²⁾	\$ 27.19	02/20/2015		M		7,710		11/17/2012 ⁽⁴⁾	11/16/2021	Common Stock	7,710
Employee Stock Option	\$ 26.19	02/20/2015		M		10,400		11/21/2013 ⁽⁴⁾	11/20/2022	Common Stock	10,400

(Right to
Buy) ⁽²⁾

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Glaize Solange 5301 STEVENS CREEK BLVD SANTA CLARA, CA 95051			VP, Chief Accounting Officer	

Signatures

/s/ Michael Tang, attorney-in-fact for Ms.
Glaize

02/23/2015

__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) 18.158 shares were acquired through the Agilent Technologies Dividend Reinvestment plan
- (2) Right to buy Agilent Technologies, Inc. common stock granted under the Agilent Technologies, Inc. Stock Plan, in compliance with Rule 16b-3.
- (3) The option is fully vested and exercisable
- (4) The option is exercisable in four equal annual 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.
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