

AGILENT TECHNOLOGIES INC

Form 4

April 09, 2002

FORM 4 [] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).	UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP 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(f) of the Investment Company Act of 1940				OMB APPROVAL <hr/> OMB Number: 3235-0287 Expires: December 31, 2001 Estimated average burden hours per response. . . . 0.5
1. Name and Address of Reporting Person* Hewlett, Walter B. <div style="display: flex; justify-content: space-between;"> (Last) (First) (Middle) </div> 395 Page Mill Road, MS A3-18 <div style="text-align: center;">(Street)</div> Palo Alto, CA 94306 <div style="display: flex; justify-content: space-between;"> (City) (State) (Zip) </div>	2. Issuer Name and Ticker or Trading Symbol Agilent Technologies, Inc. (A) 3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)	4. Statement for (Month/Year) March 2002 5. If Amendment, Date of Original (Month/Year)	6. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director _____ 10% Owner _____ Officer _____ Other Officer/Other Description _____ 7. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Individual Filing <input type="checkbox"/> Joint/Group Filing		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned						
1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	3. Transaction Code and Voluntary Code (Instr. 8)	4. Securities Acquired (A) or Disposed (D) Of (Instr. 3, 4, and 5)	5. Amount of Securities Beneficially Owned at End of Month (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/D Price			
Common Stock				579,139.00	D	
Common Stock				1,533.00	I	By Daughter
Common Stock				5,488.00	I	By Spouse
Common Stock				20,000.00	I	By trust for James S. Hewlett

 (over)
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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. Conver- sion or Exercise Price of Deri- vative Security	3. Transaction Date (Month/ Day/ Year)	4. Transaction Code and Voluntary (V) Code (Instr.8)	5. Number of Derivative Securities Acquired (A) or Disposed (D) Of (Instr. 3,4 and 5)	6. Date Exercisable(DE) and Expiration Date(ED) (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr.5)	9. Number of Derivative Securities Beneficially Owned at End of Month (Instr.4)	10. Owner- ship Form of Deriv- ative Security: Direct (D) or Indirect (I)	11. Nature of Indirect Beneficial Ownership (Instr.4)
Non-Employee Director Stock Option (right to buy) (1)	\$32.35	03/01/2002	A V	(A) 4,561	03/01/2003 02/29/2012	Common Stock - 4,561		4,561	D	
Non-Employee Director Stock Option (right to buy)	\$30.00				11/18/2000 11/17/2009	Common Stock - 30,702		30,702	D	
Non-Employee Director Stock Option (right to buy)	\$36.70				03/01/2002 02/28/2011	Common Stock - 3,935		3,935	D	

Explanation of Responses :

** Intentional misstatements or omissions of facts
constitute Federal Criminal Violations.

See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

_____/s/ Marie Oh Huber_____

04-08-2002

** Signature of Reporting Person
Date

Note: File three copies of this Form, one of which
must be manually signed. If space is insufficient,
See Instruction 6 for procedure.

**Marie Oh Huber / Attorney-in-fact
Walter B. Hewlett**

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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FOOTNOTE Descriptions for Agilent Technologies, Inc. (A)

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**Walter B. Hewlett
395 Page Mill Road, MS A3-18**

Palo Alto, CA 94306

Explanation of responses:

(1) Right to buy Agilent Technologies, Inc. common stock granted under the Agilent Technologies, Inc., 1999 Non-Employee Director Stock Plan, complying with Rule 16b-3.

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