

AGILENT TECHNOLOGIES INC

Form 4

November 22, 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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Nersesian Ronald S.

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)
11/20/2013

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
Executive 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	11/20/2013		A		40,999	A	\$ 53.53
Common Stock	11/20/2013		A		18,831 (1)	A	\$ 53.53
Common Stock	11/21/2013		M		22,766	A	\$ 35.21
Common Stock	11/21/2013		M		28,174	A	\$ 37.21
Common Stock	11/21/2013		M		35,000	A	\$ 35.84
	11/21/2013		M		28,207	A	217,880.0612

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Common Stock					\$ 29.46		
Common Stock	11/21/2013	S	114,147	D	\$ 54.39 (2)	103,733.0612	D
Common Stock	11/20/2013	F	912 (3)	D	\$ 53.53	102,821.0612	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 Underlying Security (Instr. 3 and 4)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Employee Stock Option (Right to Buy) ⁽⁴⁾	\$ 53.53	11/20/2013		A		120,620		11/20/2014 ⁽⁵⁾	11/19/2023	Common Stock
Employee Stock Option (Right to Buy) ⁽⁴⁾	\$ 29.46	11/21/2013		M			28,207	11/18/2010 ⁽⁶⁾	11/17/2019	Common Stock
Employee Stock Option (Right to Buy) ⁽⁴⁾	\$ 35.84	11/21/2013		M			35,000	11/21/2013 ⁽⁵⁾	11/20/2022	Common Stock
Employee Stock Option (Right to Buy) ⁽⁴⁾	\$ 37.21	11/21/2013		M			28,174	11/17/2012 ⁽⁵⁾	11/16/2021	Common Stock
Employee Stock	\$ 35.21	11/21/2013		M			22,766	11/17/2011 ⁽⁵⁾	11/16/2020	Common Stock

Option
(Right to
Buy) ⁽⁴⁾

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Nersesian Ronald S. 5301 STEVENS CREEK BLVD. SANTA CLARA, CA 95051	Executive Vice President

Signatures

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

11/22/2013

____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).

On November 20, 2013, pursuant to the Agilent Technologies, Inc. Long-Term Performance Program, 18,831 shares of common stock of

- (1) Agilent Technologies, Inc. were awarded to the reporting person. Under the Agilent Technologies, Inc. Deferred Compensation Plan, the reporting person has elected to defer 17,889 of such shares of common stock.
- (2) The weighted average price was \$54.39 with a range of \$54.22 to \$54.55
- (3) The reporting person surrendered 912 shares to Agilent to satisfy tax liability on the release of restricted shares in accordance with Rule 16b-3.
- (4) Right to buy Agilent Technologies, Inc. common stock granted under the Agilent Technologies, Inc. Stock Plan, in compliance with Rule 16b-3.
- (5) 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.
- (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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