

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-01-28** | Period of Report: **2013-01-24**
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REPORTING OWNER

Sene Guy

CIK: **1534856**

Type: **4** | Act: **34** | File No.: **001-15405** | Film No.: **13551347**

Mailing Address

*5301 STEVENS CREEK
BLVD.
SANTA CLARA CA 95051*

ISSUER

AGILENT TECHNOLOGIES INC

CIK: **1090872** | IRS No.: **770518772** | State of Incorporation: **DE** | Fiscal Year End: **1031**
SIC: **3825** Instruments for meas & testing of electricity & elec signals

Mailing Address

*5301 STEVENS CREEK
BLVD, MS 1A-LC
P.O. BOX 58059
SANTA CLARA CA
95052-8059*

Business Address

*5301 STEVENS CREEK BLVD
SANTA CLARA CA 95051
408-345-8296*

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

OMB APPROVAL	
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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(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person Sene Guy			2. Issuer Name and Ticker or Trading Symbol AGILENT TECHNOLOGIES INC [A]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Senior Vice President		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 01/24/2013			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person		
5301 STEVENS CREEK BLVD			4. If Amendment, Date Original Filed(Month/Day/Year)					
(Street) SANTA CLARA, CA 95051								
(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	01/24/2013		M		10,558 ⁽¹⁾	A	\$19.69	28,288	D	
Common Stock	01/24/2013		S		10,558 ⁽¹⁾	D	\$45.02 ⁽²⁾	17,730	D	

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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Employee Stock Option (Right to Buy) ⁽³⁾	\$19.69	01/24/2013		M		10,558 ⁽¹⁾		12/02/2009 ⁽⁴⁾	12/01/2018	Common Stock	10,558	\$ 0	0	D	

Explanation of Responses:

- The Exercise and Sale were transacted under a 10b5-1 sales plan.
- The weighted average sale price \$45.02 with a range of \$45.01-\$45.03
- Right to buy Agilent Technologies, Inc. common stock granted under the Agilent Technologies, Inc. 1999 Stock Plan, in compliance with Rule 16b-3.
- The option is fully vested and exercisable

Signatures

Stephen D. Williams, attorney-in-fact for Mr. Sene

** Signature of Reporting Person

01/25/2013

Date

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

* 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).

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.