AGILENT TECHNOLOGIES INC
Form 4
November 21, 2013

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL
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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
CULLEN JAMES

(Last) (First) (Middle)

5301 STEVENS CREEK BLVD, MS 1A-LC

(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)
11/19/2013

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

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
__X__ Director
_____ 10% Owner
_____ Officer (give title below)
_____ Other (specify below)

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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	11/19/2013		M		5,032	A	$ 21.72	64,782.97 (1)	D	
Common Stock	11/19/2013		M		3,464	A	$ 32.4	68,246.97	D	
Common Stock	11/19/2013		S		8,496	D	$ 54.03 (2)	59,750.97	D	
Common Stock								2,035.812 (3)	I	By IRA
								3,000	I	

Common Stock	By Limited Partnership

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

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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. 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 Am Underlying Sec (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	A o N o S
Non-Employee Director Stock Option (right to buy) [(4)]	$ 21.72	11/19/2013		M			5,032	11/16/2005[(5)]	11/15/2014	Common Stock	
Non-Employee Director Stock Option (right to buy) [(4)]	$ 32.4	11/19/2013		M			3,464	03/03/2005[(5)]	03/02/2014	Common Stock	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CULLEN JAMES 5301 STEVENS CREEK BLVD, MS 1A-LC SANTA CLARA, CA 95051	X			

Signatures

/s/ Stephen D. Williams, attorney-in-fact for Mr. Cullen	11/20/2013
[**]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) 251.823 shares were acquired through the Agilent Technologies, Inc. dividend reinvestment plan.

(2) Weighted average sale price was $54.03 with a range of $54.01 to $54.06

(3) 9.879 shares were acquired through the Agilent Technologies, Inc. dividend reinvestment plan.

(4) Right to buy Agilent Technologies, Inc. common stock granted under the Agilent Technologies, Inc. 1999 Non-Employee Director Stock Plan.

(5) 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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