**CLARK PAUL N** Form 4 March 05, 2007

# FORM 4

#### **OMB APPROVAL**

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16. Form 4 or

January 31, Expires: 2005

Form 5 obligations STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Estimated average burden hours per response... 0.5

may continue. See Instruction

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(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \*

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

CLARK PAUL N

Symbol AGILENT TECHNOLOGIES INC

(Check all applicable)

[A]

(Last) (First) (Middle)

(State)

3. Date of Earliest Transaction

X\_ Director 10% Owner Other (specify Officer (give title

(Month/Day/Year) 5301 STEVENS CREEK BLVD, MS 03/01/2007

1A-LC

(City)

(Street) 4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year)

(Zip)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

SANTA CLARA, CA 95051

(City)	(State)	(Zip) Tabl	le I - Non-I	Derivative S	ecuri	ties Acqu	ired, Disposed of	, or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securition(A) or Disp (Instr. 3, 4	posed	of (D)	Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
<b>a</b>			Code V	Amount	(D)	Price	(Instr. 3 and 4)		
Common Stock	03/01/2007		A(1)	520.17	A	\$ 31.24	6,404.15	D	
Common Stock	03/01/2007		A(2)	1,995.7	A	\$ 31.44	8,399.85	D	

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Expiration D	ate	Amoun	t of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ies	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	3 and 4)		Own
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A manuat		
									Amount		
						Date	Expiration		Or Number		
						Exercisable	Date		Title Number of		
				C + V	(A) (D)						
				Code V	(A) (D)				Shares		

# **Reporting Owners**

Relationships Reporting Owner Name / Address

> 10% Owner Officer Other Director

CLARK PAUL N 5301 STEVENS CREEK BLVD, MS 1A-LC X SANTA CLARA, CA 95051

### **Signatures**

By: Marie Oh Huber / 03/05/2007 Attorney-in-fact

\*\*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).
- Shares of the Company's common stock held in a deferral account pursuant to the Company's Deferred Compensation Plan for **(1)** Non-Employee Directors.
- Under the Agilent Technologies, Inc. 2005 Non-Employee Director Deferred Compensation Plan, the reporting person received a deferred share credit, which vests in four quarterly 25% increments, with the first date of vesting three months from the date of grant.

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