

AGILENT TECHNOLOGIES INC

Form 4

April 09, 2002

|  |  |  |   |   |   |   |
|--|--|--|---|---|---|---|
| <b>FORM 4</b><br><br>[ ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).   | <b>UNITED STATES SECURITIES AND EXCHANGE COMMISSION</b><br><br>Washington, D.C. 20549<br><br><b>STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP</b><br><br>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<br><br><hr/> OMB Number:<br>3235-0287<br>Expires: December 31, 2001<br>Estimated average burden hours per response. . . .<br>0.5 |   |
| 1. Name and Address of Reporting Person*<br><b>Lawrence, David M.</b><br><br><div style="display: flex; justify-content: space-between;"> <span>(Last)</span> <span>(First)</span> <span>(Middle)</span> </div> <b>395 Page Mill Road, MS A3-18</b><br><br><div style="text-align: center;">(Street)</div> <b>Palo Alto, CA 94306</b><br><br><div style="display: flex; justify-content: space-between;"> <span>(City)</span> <span>(State)</span> <span>(Zip)</span> </div> | 2. Issuer Name and Ticker or Trading Symbol<br><b>Agilent Technologies, Inc. (A)</b><br><br>3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)  | 4. Statement for (Month/Year)<br><b>March 2002</b><br><br>5. If Amendment, Date of Original (Month/Year) | 6. Relationship of Reporting Person(s) to Issuer<br><br>(Check all applicable)<br><br><input checked="" type="checkbox"/> Director _____ 10%<br>Owner<br>_____ Officer _____<br>Other<br>Officer/Other Description _____<br><br>7. Individual or Joint/Group Filing (Check Applicable Line)<br><br><input checked="" type="checkbox"/> Individual Filing<br><input type="checkbox"/> Joint/Group Filing |   |   |   |
| <b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>  |  |  |   |   |   |   |
| 1. Title of Security (Instr. 3)  | 2. Transaction Date (Month/Day/Year)   | 3. Transaction Code and Voluntary Code (Instr. 8)<br><br><hr/> Code   V                                  | 4. Securities Acquired (A) or Disposed (D) Of (Instr. 3, 4, and 5)<br><br><hr/> <div style="display: flex; justify-content: space-between;"> <span>Amount</span> <span> </span> <span>A/D</span> </div> <div style="display: flex; justify-content: space-between;"> <span> </span> <span>Price</span> </div>   | 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) |
| Common Stock   |  |  |   | <b>1,546.00</b>   | <b>D</b>  |   |
| Common Stock   |  |  |   | <b>3,966.00</b>   | <b>I</b>  | By Trust  |
|  |  |  |   |   |   |   |

(over)

SEC 1474 (3-99)

Lawrence, David M. - March 2002

Form 4 (continued)

## Edgar Filing: AGILENT TECHNOLOGIES INC - Form 4

| Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned<br>(e.g., puts, calls, warrants, options, convertible securities) |  |  |  |   |  |  |   |  |   |   |
|---|--|--|--|---|--|--|---|--|---|---|
| 1. Title of<br>Derivative<br>Security<br>(Instr. 3)   | 2. Conversion or<br>Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction<br>Date<br>(Month/<br>Day/<br>Year) | 4. Transaction<br>Code<br>and<br>Voluntary<br>(V)<br>Code<br>(Instr.8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A)<br>or<br>Disposed<br>(D) Of<br><br>(Instr. 3,4<br>and 5) | 6. Date<br>Exercisable(DE) and<br>Expiration<br>Date(ED)<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3<br>and 4) | 8. Price<br>of<br>Derivative<br>Security<br>(Instr.5) | 9. Number of<br>Derivative<br>Securities<br>Beneficially<br>Owned<br>at End of<br>Month<br>(Instr.4) | 10. Ownership<br>Form of<br>Derivative<br>Security:<br>Direct<br>(D)<br>or<br>Indirect<br>(I) | 11. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr.4) |
|   |  |  | Code I V   |   | (DE) I (ED)  |  |   |  |   |   |
| Non-Employee<br>Director Stock<br>Option (right<br>to buy) (1)  | \$32.35  | 03/01/2002   | A<br>V   | (A) 4,561   | 03/01/2003<br>02/29/2012   | Common<br>Stock - 4,561  |   | 4,561  | D   |   |
| Non-Employee<br>Director Stock<br>Option (right<br>to buy)  | \$0.29   |  |  |   | 03/01/1997<br>02/28/2006   | Common<br>Stock - 1,103  |   | 1,103  | D   |   |
| Non-Employee<br>Director Stock<br>Option (right<br>to buy)  | \$32.56  |  |  |   | 03/03/1998<br>03/02/2007   | Common<br>Stock - 3,685  |   | 3,685  | D   |   |
| Non-Employee<br>Director Stock<br>Option (right<br>to buy)  | \$38.31  |  |  |   | 03/02/1999<br>03/01/2008   | Common<br>Stock - 3,123  |   | 3,123  | D   |   |
| Non-Employee<br>Director Stock<br>Option (right<br>to buy)  | \$37.51  |  |  |   | 03/01/2000<br>02/28/2009   | Common<br>Stock - 6,884  |   | 6,884  | D   |   |
| Non-Employee<br>Director Stock<br>Option (right<br>to buy)  | \$30.00  |  |  |   | 11/18/2000<br>11/17/2009   | Common<br>Stock -<br>30,702  |   | 30,702   | D   |   |
| Non-Employee<br>Director Stock<br>Option (right<br>to buy)  | \$36.70  |  |  |   | 03/01/2002<br>02/28/2011   | Common<br>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  
for  
David M. Lawrence**

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.

Lawrence, David M. - March 2002

Form 4 (continued)

FOOTNOTE Descriptions for Agilent Technologies, Inc. (A)

Form 4 - March 2002

David M. Lawrence  
395 Page Mill Road, MS A3-18

Palo Alto, CA 94306

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**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.

Page 3