

AGILENT TECHNOLOGIES INC

Form 4

March 28, 2006

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
WHITE THOMAS

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)
395 PAGE MILL ROAD, MS A3-18

3. Date of Earliest Transaction
(Month/Day/Year)
03/24/2006

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)

Senior Vice President

(Street)
PALO ALTO, CA 94306

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 Ownership Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount or (D) Price		
Common Stock	03/24/2006		M		150,000 A \$ 30	165,319.6	D
Common Stock	03/24/2006		S		3,600 D \$ 37.32	161,719.6	D
Common Stock	03/24/2006		S		500 D \$ 37.33	161,219.6	D
Common Stock	03/24/2006		S		1,400 D \$ 37.34	159,819.6	D
Common Stock	03/24/2006		S		16,500 D \$ 37.35	143,319.6	D

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Common Stock	03/24/2006	S	3,600	D	\$ 37.36	139,719.6	D
Common Stock	03/24/2006	S	33,100	D	\$ 37.37	106,619.6	D
Common Stock	03/24/2006	S	43,300	D	\$ 37.38	63,319.6	D
Common Stock	03/24/2006	S	10,200	D	\$ 37.39	53,119.6	D
Common Stock	03/24/2006	S	12,800	D	\$ 37.4	40,319.6	D
Common Stock	03/24/2006	S	300	D	\$ 37.41	40,019.6	D
Common Stock	03/24/2006	S	2,900	D	\$ 37.42	37,119.6	D
Common Stock	03/24/2006	S	8,300	D	\$ 37.43	28,819.6	D
Common Stock	03/24/2006	S	1,500	D	\$ 37.44	27,319.6	D
Common Stock	03/24/2006	S	400	D	\$ 37.45	26,919.6	D
Common Stock	03/24/2006	S	6,900	D	\$ 37.46	20,019.6	D
Common Stock	03/24/2006	S	3,000	D	\$ 37.47	17,019.6	D
Common Stock	03/24/2006	S	1,700	D	\$ 37.48	15,319.6	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 Amount of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number Shares

Employee

Stock

Option
(right to
buy)

\$ 30

03/24/2006

M

150,000

11/18/2000

11/17/2009

Common
Stock

150,0

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WHITE THOMAS 395 PAGE MILL ROAD, MS A3-18 PALO ALTO, CA 94306			Senior Vice President	

Signatures

By: Marie Oh Huber /
Attorney-in-fact

03/28/2006

__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).

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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