

AGILENT TECHNOLOGIES INC

Form 4

November 21, 2014

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
SULLIVAN WILLIAM P

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)
5301 STEVENS CREEK BLVD, MS
1A-LC

3. Date of Earliest Transaction
(Month/Day/Year)
11/19/2014

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
President and CEO

(Street)
SANTA CLARA, CA 95051

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ 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 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)
Common Stock	11/19/2014		A	(A) or (D) Amount (1) Price 73,498 \$ 40.8	549,483.961 (2) (3)	D	
Common Stock	11/19/2014		F	(4) 27,621 \$ 40.8	521,862.961	D	
Common Stock	11/20/2014		F	(5) 9,298 \$ 41.26	512,564.961	D	

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

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information contained in this form are not
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SEC 1474
(9-02)

displays a currently valid OMB control number.

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 Security (Instr. 3 and 4)
Employee Stock Option (Right to Buy) ⁽⁶⁾	\$ 40.8	11/19/2014		A	184,281	11/19/2015 ⁽⁷⁾ 11/18/2024	Common Stock 184

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SULLIVAN WILLIAM P 5301 STEVENS CREEK BLVD, MS 1A-LC SANTA CLARA, CA 95051	X		President and CEO	

Signatures

/s/ P. Diana Chiu, attorney-in-fact for Mr. Sullivan
11/20/2014

**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).
- On November 19, 2014, pursuant to the Agilent Technologies, Inc. Long-Term Performance Program, 73,498 shares of common stock of Agilent Technologies, Inc. were awarded to the reporting person.
 - 390,954 shares were acquired through the Agilent Technologies, Inc. dividend reinvestment plan.
 - Includes shares of common stock underlying RSUs resulting from the adjustment of RSUs held prior to November 1, 2014, pursuant to the terms of an employee matters agreement between Agilent and Keysight Technologies, Inc., dated as of August 1, 2014.
 - The reporting person surrendered 27,621 shares to Agilent to satisfy tax liability on the release of his restricted shares in accordance with Rule 16b-3.
 - The reporting person surrendered 9,298 shares to Agilent to satisfy tax liability on the release of his restricted shares in accordance with Rule 16b-3.
 - Right to buy Agilent Technologies, Inc. common stock granted under the Agilent Technologies, Inc. Stock Plan, in compliance with Rule 16b-3.

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- (7) The option is exercisable in four equal annual installments beginning on the first anniversary of the date of the grant. The first vesting date is stated.

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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