

AGILENT TECHNOLOGIES INC

Form 4

December 18, 2002

SEC Form 4

<b>FORM 4</b>  [ ] 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> Washington, D.C. 20549  <b>STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP</b>  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		<b>OMB APPROVAL</b>  OMB Number: 3235-0287 Expires: January 31, 2005 Estimated average burden hours per response: . . . . 0.5
1. Name and Address of Reporting Person* <b>Hewlett, Walter B.</b>  (Last) (First) (Middle) <b>395 Page Mill Road, MS A3-18</b>  (Street) <b>Palo Alto, CA 94306</b>  (City) (State) (Zip)		2. Issuer Name and Ticker or Trading Symbol <b>Agilent Technologies, Inc. (A)</b>  3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)	4. Statement for (Month/Date/Year) <b>December 17, 2002</b>  5. If Amendment, Date of Original (Month/Year)	6. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer Other Officer/Other Description  7. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Individual Filing <input type="checkbox"/> Joint/Group Filing

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	3. Transaction Code and Voluntary Code (Instr. 8)	4. Securities Acquired (A) or Disposed (D) Of (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/D   Price			
Common Stock	12/17/2002	P	200.00   A   \$17.37		D	
Common Stock	12/17/2002	P	19,800.00   A   \$17.48	1,002,239.00	D	
Common Stock				17,433.00	I	By Daughter
Common Stock				19,688.00	I	By Spouse
Common Stock				20,000.00	I	By trust for James S. Hewlett

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

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

(over)  
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**Hewlett, Walter B. - December 2002****Form 4 (continued)**

<b>Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)</b>										
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/ Day/ Year)	4. Transaction Code and Voluntary (V) Code (Instr.8)	5. Number of Derivative Securities Acquired (A) or Disposed (D) Of (Instr. 3,4 and 5)	6. Date Exercisable(DE) and Expiration Date(ED) (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr.5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr.4)	10. Owner- ship Form of Deriv- ative Security: Direct (D) or Indirect (I)	11. Nature of Indirect Beneficial Ownership (Instr.4)
			Code I V		(DE)   (ED)					
<b>Non-Employee Director Stock Option (right to buy)</b>	<b>\$30.00</b>				<b>11/18/2000   11/17/2009</b>	<b>Common Stock - 30,702</b>		<b>30,702</b>	<b>D</b>	
<b>Non-Employee Director Stock Option (right to buy)</b>	<b>\$36.70</b>				<b>03/01/2002   02/28/2011</b>	<b>Common Stock - 3,935</b>		<b>3,935</b>	<b>D</b>	
<b>Non-Employee Director Stock Option (right to buy)</b>	<b>\$32.35</b>				<b>03/01/2003   02/29/2012</b>	<b>Common Stock - 4,561</b>		<b>4,561</b>	<b>D</b>	

Explanation of Responses :

\*\* Intentional misstatements or omissions of facts **By: Marie Oh Huber / Attorney-in-fact**  
constitute Federal Criminal Violations.

See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

12-18-2002  
\*\* Signature of Reporting Person  
Date

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

**Power of Attorney**

See Instruction 6 for procedure.

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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.