

AGILENT TECHNOLOGIES INC

Form 4

June 07, 2002

SEC Form 4

FORM 4 <input type="checkbox"/> Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).		UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP 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 OMB Number: 3235-0287 Expires: January 31, 2005 Estimated average burden hours per response: 0.5
1. Name and Address of Reporting Person* Holmberg, Larry C. (Last) (First) (Middle) 395 Page Mill Road, MS A3-18 (Street) Palo Alto, CA 94306 (City) (State) (Zip)		2. Issuer Name and Ticker or Trading Symbol Agilent Technologies, Inc. (A) 3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)	4. Statement for (Month/Year) May 2002 5. If Amendment, Date of Original (Month/Year)	6. Relationship of Reporting Person(s) to Issuer (Check all applicable) _____ Director _____ 10% Owner <input checked="" type="checkbox"/> Officer _____ Other Officer/Other Description Senior Vice President 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 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)
		Code V	Amount A/D Price			
Common Stock	05/07/2002	A (1) V	61.27 A \$25.54	1,159.62	D	

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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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)									

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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 at End of Month (Instr.4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I)	11. Nature of Indirect Beneficial Ownership (Instr.4)
			Code V		(DE) (ED)					
Employee Stock Option (right to buy)	\$20.70				10/01/1999 09/30/2006	Common Stock - 928		928	D	
Employee Stock Option (right to buy)	\$30.26				11/21/2000 11/20/2006	Common Stock - 303		303	D	
Employee Stock Option (right to buy)	\$26.69				11/20/2000 11/19/2007	Common Stock - 4,337		4,337	D	
Employee Stock Option (right to buy)	\$30.00				11/18/2000 11/17/2009	Common Stock - 25,000		25,000	D	
Employee Stock Option (right to buy)	\$30.00				02/12/2002 11/17/2009	Common Stock - 27,171		27,171	D	
Employee Stock Option (right to buy)	\$80.28				05/17/2003 05/16/2010	Common Stock - 100		100	D	
Employee Stock Option (right to buy)	\$39.41				11/13/2001 11/12/2010	Common Stock - 50,000		50,000	D	
Employee Stock Option (right to buy)	\$36.02				03/13/2002 03/12/2011	Common Stock - 10,000		10,000	D	
Employee Stock Option (right to buy)	\$25.67				11/26/2002 11/25/2011	Common Stock - 75,000		75,000	D	

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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).

06-07-2002

** 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.

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FOOTNOTE Descriptions for Agilent Technologies, Inc. (A)

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Larry C. Holmberg
395 Page Mill Road, MS A3-18
Palo Alto, CA 94306

Explanation of responses:

**(1) Shares acquired in a qualified Employee Stock Purchase Plan under Section 423
of the Internal Revenue Code of 1986, as amended, in a transaction exempt under
Rule 16b-3.**

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