

AGILENT TECHNOLOGIES INC

Form 4

November 21, 2002

SEC Form 4

| | | | | |
|--|--|--|--|--|
| FORM 4 [] 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* Dillon, Adrian T. (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/Date/Year) November 19, 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 Executive Vice President and Chief Financial Officer 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 | 10/31/2002 | J (1) V | 145.56 A | 22,102.03 | I | By 401(k) plan |
| Common Stock | | | | 68,000.00 | 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)
SEC 1474 (3-99)

Dillon, Adrian T. - November 2002

Form 4 (continued)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

Edgar Filing: AGILENT TECHNOLOGIES INC - Form 4

| (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) | 4. Transaction Code and Voluntary 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. Ownership Form of Derivative Security: Direct (D) or Indirect (I) | 11. Nature of Indirect Beneficial Ownership (Instr.4) |
| | | | Code I V | | (DE) (ED) | | | | | |
| Employee Stock Option (right to buy) | \$15.89 | 11/19/2002 | A I | (A) 250,000 | 11/19/2003 (2) 11/18/2012 | Common Stock - 250,000 | | 250,000 | D | |
| Employee Stock Option (right to buy) | \$27.30 | | | | 12/03/2002 12/02/2011 | Common Stock - 200,000 | | 200,000 | D | |
| | | | | | | | | | | |

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). 11-20-2002
 ** 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.

Page 2
 SEC 1474 (3-99)

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.

Dillon, Adrian T. - November 2002

Form 4 (continued)

FOOTNOTE Descriptions for Agilent Technologies, Inc. (A)

Form 4 - November 2002

Adrian T. Dillon
395 Page Mill Road, MS A3-18

Palo Alto, CA 94306

Explanation of responses:

(1) Shares acquired under the 401(k) plan from the employee contributions, exempt under Rule 16b-3(c) . The information in this report is based on a plan statement dated November 6, 2002.

(2) 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.

Page 3