

AGILENT TECHNOLOGIES INC

Form 4

November 21, 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>Holmberg, Larry C.</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>November 19, 2002</b>  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 <b>Senior Vice President</b>  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			
<b>Common Stock</b>				<b>1,159.62</b>	<b>D</b>	

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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**Holmberg, Larry C. - November 2002****Form 4 (continued)****Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative	2. Conversion or	3. Transaction	4. Transaction	5. Number of	6. Date Exercisable(DE) and	7. Title and Amount of	8. Price of	9. Number of Derivative	10. Owner-	11. Nature of Indirect
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Security (Instr. 3)	Exercise Price of Derivative Security	Date (Month/ Day/ Year)	Code and Voluntary (V) Code (Instr.8)	Derivative Securities Acquired (A) or Disposed (D) Of (Instr. 3,4 and 5)	Expiration Date(ED) (Month/Day/Year)	Underlying Securities (Instr. 3 and 4)	Derivative Security (Instr.5)	Securities Beneficially Owned Following Reported Transaction(s) (Instr.4)	Form of Derivative Security: Direct (D) or Indirect (I)	Beneficial Ownership (Instr.4)
			Code I V		(DE)   (ED)					
Employee Stock Option (right to buy)	\$15.89	11/19/2002	A	(A) 40,000	11/19/2003 (1)   11/18/2012	Common Stock - 40,000		40,000	D	
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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buy)										

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.

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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.

**Holmberg, Larry C. - November 2002**

**Form 4 (continued)**

**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) 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.

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