

AGILENT TECHNOLOGIES INC

Form 4/A

November 18, 2004

**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 \*  
LAWRENCE DAVID M

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)  
395 PAGE MILL ROAD, MS A3-18

3. Date of Earliest Transaction  
(Month/Day/Year)  
06/02/2000

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

(Street)

PALO ALTO, CA 94306

4. If Amendment, Date Original  
Filed(Month/Day/Year)  
07/07/2000

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-----------------------------------------|
| Common<br>Stock                       | 06/02/2000                              |                                                             | J <sup>(1)</sup>                        | V 553 A \$ 0 1,553                                                         |                                                                                                                    | D                                                                    |                                         |

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

**Persons who respond to the collection of  
information contained in this form are not  
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SEC 1474  
(9-02)

**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<br>Derivative Security<br>(Instr. 3)           | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |     | 7. Title and Amount<br>Underlying Security<br>(Instr. 3 and 4) |                    |                 |                                  |
|------------------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-----------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|-----|----------------------------------------------------------------|--------------------|-----------------|----------------------------------|
|                                                            |                                                                    |                                         |                                                             | Code                                 | V                                                                                                               | (A)                                                            | (D) | Date<br>Exercisable                                            | Expiration<br>Date | Title           | Amount<br>or<br>Number of Shares |
| Non-Employee<br>Director Stock<br>Option (right to<br>buy) | \$ 38.31                                                           | 06/02/2000                              |                                                             | J(2)                                 | V                                                                                                               | 3,123                                                          |     | 03/02/1999                                                     | 03/01/2008         | Common<br>Stock | 3,123                            |
| Non-Employee<br>Director Stock<br>Option (right to<br>buy) | \$ 37.51                                                           | 06/02/2000                              |                                                             | J(2)                                 | V                                                                                                               | 6,884                                                          |     | 03/01/2000                                                     | 02/28/2009         | Common<br>Stock | 6,884                            |
| Non-Employee<br>Director Stock<br>Option (right to<br>buy) | \$ 0.29                                                            | 06/02/2000                              |                                                             | J(2)                                 | V                                                                                                               | 1,103                                                          |     | 03/01/1997                                                     | 02/28/2006         | Common<br>Stock | 1,103                            |
| Non-Employee<br>Director Stock<br>Option (right to<br>buy) | \$ 32.56                                                           | 06/02/2000                              |                                                             | J(2)                                 | V                                                                                                               | 3,685                                                          |     | 03/03/1998                                                     | 03/02/2007         | Common<br>Stock | 3,685                            |
| Non-Employee<br>Director Stock<br>Option (right to<br>buy) | \$ 30                                                              |                                         |                                                             |                                      |                                                                                                                 |                                                                |     | 11/18/2000                                                     | 11/17/2009         | Common<br>Stock | 30,000                           |

## Reporting Owners

| Reporting Owner Name / Address                                          | Relationships |           |         |       |
|-------------------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                         | Director      | 10% Owner | Officer | Other |
| LAWRENCE DAVID M<br>395 PAGE MILL ROAD, MS A3-18<br>PALO ALTO, CA 94306 | X             |           |         |       |

## Signatures

By: D. Craig Nordlund /  
Attorney-in-fact 07/07/2000

\*\*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).

The reporting person's Form 4, dated July 7, 2000, reported 577 shares acquired in a pro rata distribution on June 2, 2000 by

(1) Hewlett-Packard Company of its interest in Agilent Technologies, Inc., in a transaction exempt under Rule 16b-3. The actual number of shares acquired by the reporting person in that transaction was 553 shares.

(2) Conversion from HP stock options to Agilent stock options as a result of the June 2, 2000 spin-off of Agilent Technologies, Inc. by Hewlett-Packard Company, in a transaction exempt from Rule 16b-3.

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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