

AGILENT TECHNOLOGIES INC

Form 4

March 08, 2002

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: December 31, 2001 Estimated average burden hours per response. . . . 0.5
1. Name and Address of Reporting Person* White, Thomas (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) February 2002 5. If Amendment, Date of Original (Month/Year)	6. Relationship of Reporting Person(s) to Issuer (Check all applicable) _____ Director _____ 10% Owner ☒ _____ Officer _____ Other Officer/Other Description Senior Vice President 7. Individual or Joint/Group Filing (Check Applicable Line) ☒ Individual Filing ☐ 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	02/12/2002	A (1) V	85.00 A \$30.35	2,957.76	D	

(over)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)										
1. Title of Derivative Security (Instr. 3)	2. Conver- sion or Exercise Price of Deri- vative Security	3. Transac- tion 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. Owner- ship Form of Deriv- ative Security: Direct (D) or Indirect (I)	11. Nature of Indirect Beneficial Ownership (Instr.4)
Employee Stock Option (right to buy)	\$35.59				11/20/1998 11/19/2007	Common Stock - 6,940		6,940	D	
Employee Stock Option (right to buy)	\$34.11				11/19/1999 11/18/2008	Common Stock - 15,616		15,616	D	
Employee Stock Option (right to buy)	\$30.00				11/17/2000 11/17/2009	Common Stock - 12,226		12,226	D	
Employee Stock Option (right to buy)	\$30.00				11/18/2000 11/17/2009	Common Stock - 150,000		150,000	D	
Employee Stock Option (right to buy)	\$30.00				11/19/2001 11/17/2009	Common Stock - 20,378		20,378	D	
Employee Stock Option (right to buy)	\$58.85				12/14/2001 12/13/2010	Common Stock - 100,000		100,000	D	
Employee Stock Option (right to buy)	\$25.67				11/26/2002 11/25/2011	Common Stock - 175,000		175,000	D	

Explanation of Responses :

** Intentional misstatements or omissions of facts
constitute Federal Criminal Violations.

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

Note: File three copies of this Form, one of which
must be manually signed. If space is insufficient,
See Instruction 6 for procedure.

_____/s/ Marie Oh Huber_____

03-08-2002

** Signature of Reporting Person
Date

**Marie Oh Huber / Attorney-in-fact
Thomas White**

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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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Thomas White
395 Page Mill Road, MS A3-18
Palo Alto, CA 94306

Explanation of responses:

(1) Shares acquired under the Employee Stock Purchase Plan, in a transaction exempt under Rule 16b-3.

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