AGILENT TECHNOLOGIES INC Form 4

April 09, 2002

FORM 4							OM	IB APPROVAL	
[] Check this box if no long subject to Section 16. Form or Form 5 obligations may continue. See Instruction 1(b).	er 4 STATEMENT Filed pursuant to Public Utility	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the						OMB Number: 3235-0287 Expires: December 31, 2001 Estimated average burden	
1. Name and Address of Rep Grinstein, Gerald	y Act of 1935 or 2. Issuer Name or Trading S	and Ticker			hours per response 0.5				
(Last) (First) 395 Page Mill Road, MS A3 (Street) Palo Alto, CA 94306 (City) (State)	Agilent Technologies, Inc. (A) 3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)		March 2002 5. If Amendment, Date of Original (Month/Year)		(Check all applicable) X Director 10% Owner Officer 10% Other Officer/Other 0 Officer/Other				
						 Individual Filing Joint/Group Filing 			
Table I - Non-Derivative : 1. Title of Security (Instr. 3)	Securities Acquired, I Transaction Date (Month/Day/Year)	Disposed of, or l 3. Transaction Code and Voluntary Code (Instr. 8) Code V	Amount Amount Amount Amount	A/D	5. Amount of Securities Beneficially Owned at End of Month (Instr. 3 and 4)	Dia or Inc		 7. Nature of Indirect Beneficial Ownership (Instr. 4) 	
Common Stock				-	12,097	/.00	D		

(over) SEC 1474 (3-99)

Grinstein, Gerald - March 2002

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(e.g., puts, calls, warrants, options, convertible securities)									
	Transaction Date (Month/	Code and Voluntary (V) Code (Instr.8)	of Derivative Securities Acquired (A) or Disposed (D) Of	Exercisable(DE) and Expiration Date(ED) (Month/Day/Year)	Amount of Underlying Securities	of	Derivative Securities Beneficially Owned at End of	ship Form of Deriv- ative	11. Nature of Indirect Beneficial Ownership (Instr.4)
\$32.35	03/01/2002	A	(A) 13,684	03/01/2003	Common Stock - 13,684		13,684	D	
\$30.00				11/18/2000 11/17/2009	Common Stock - 70,175		70,175	D	
\$36.70				03/01/2002 02/28/2011	Common Stock - 11,806		11,806	D	
	2. Conver- sion or Exercise Price of Deri- vative Security \$32.35 \$30.00	2. Conver- sion or Exercise Date Price of Deri- vative Day/ Security Year) \$32.35 03/01/2002 \$30.00	2. Conver- sion or Exercise Date Code Price of Deri- vative Day/ Security Year) (V) Code (Month/ Voluntary (V) Code (Instr.8) Code and Voluntary (V) Code (Instr.8) Code (Instr.8) Code (Instr.8)	2. Conver- sion or Exercise Price of Deri- vative Security \$32.35 03/01/2002 \$30.00 2. Conver- Date Transaction Date Transaction Code and Voluntary Voluntary Code (Instr.8) Acquired (A) or Disposed (D) Of (Instr. 3,4 and 5) Code (Instr. 3,4 A (A) 13,684	2. Conver- sion or Exercise Price of Deri- vative Security 3. Transaction Date 4. Transaction Code and Voluntary (V) Code (Instr. 8) 5. Number of Derivative Securities Or Disposed (D) Of (Instr. 3,4 and 5) 6. Date Exercisable(DE) and Expiration Date(ED) (Month/Day/Year) (Wonth/Day/Year) \$32.35 03/01/2002 A V (A) (Instr. 3,4 and 5) (DE) (DE) (E) (DD) (Month/Day/Year) \$32.35 03/01/2002 A V (A) I 3,684 03/01/2003 (02/29/2012 \$30.00 11/18/2000 (11/17/2009 11/18/2000 (03/01/2002	2. Conver- sion or Exercise Price of Deri- vative Security \$32,35 03/01/2002 \$30.00 2. Conver- sion or Exercise Price of Deri- vative Security 4. Transaction Code and Voluntary Voluntary Voluntary Code (Instr. 8) Code (Instr. 8) Code (Instr. 8) Code (Instr. 3,4 and 5) 4. Securities (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (DE) (ED) (DE) (ED) (DE) (ED) (DE) (ED) (DE) (ED) (DE) (ED) (DE) (ED) (D2/29/2012 (Common Stock - 13,684 (Month/Case (Instr. 3,4) (DE) (ED) (DE) (ED) (Common Stock - 13,684 (Month/Case (Instr. 3) (DE) (ED) (DE) (ED) (DE) (ED) (Common Stock - 70,175 (Common Stock - 70,175	2. Conver- sion or Exercise Price of Deri- vative Security Year) 4. Transaction Date Price of Deri- vative Security Year) 4. Transaction Date (Month/ Date (Month/ Day/ Year) 4. Transaction Code and Voluntary (V) Code (Instr. 8) Code (Instr. 8) Code (Instr. 3,4 and 5) 4. S. Number of Derivative Securities (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Instr. 3, 4 and 5) 5. (Month/Day/Year) (Instr. 3, 4 and 5) 5. (Instr. 3) 5. (Instr. 4) (Instr. 4) (Instr. 4) (Instr. 4) (Instr. 5) (Instr. 5)	2. Conver- sion or Exercise Price of Deri- vative Security 3. Transaction Date 4. Transaction Date 5. Number of Derivative and Voluntary Voluntary Securities 6. Date Exercisable(DE) and Derivative Securities 7. Title and Amount of Underlying Securities (Instr. 3) and 4) 8. Price of Derivative Securities 9. Number of Derivative Securities Voluntary Value Voluntary (V) Year) Voluntary (V) Code (Instr. 8) 6. Date Derivative Securities 7. Title and Amount of Underlying Securities (Instr. 3 and 4) 8. Price of Underlying Securities 9. Number of Derivative Securities Security Value (Month/ Day/ Year) Code (Instr. 8) 0. (Instr. 3,4 and 5) 6. Date Exprision Date(ED) 7. Title and Amount of Underlying Securities 8. Price of Underlying Securities 9. Number of Derivative Securities S32.35 03/01/2002 A (A) IV (Instr. 3,4 and 5) 03/01/2003 Common Stock - 13,684 13,684 \$330.00 I I Intervention Interve	2. Conver- sion or Exercise Price of Deri- vative Security 3. Transaction Date 4. Transaction Code and Voluntary Voluntary Voluntary Vear) 5. Number of Code and Voluntary Voluntary Vear) 6. Date Exercisable(DE) and Expiration Date(ED) 7. Title and Amount of Underlying Securities (Instr. 3) 8. Price of Derivative Securities (Instr. 3) 9. Number of Derivative Securities (Instr. 3) 10. Owner- Securities (Instr. 3) Security Vear) (Month/ Day/ Year) Code (Instr. 8) 5. Number of Derivative (A) 6. Date Expiration Date(ED) 7. Title and Amount of Underlying Securities (Instr. 3) 8. Price of Derivative Securities (Instr. 3) 9. Number of Owned at End of Month (Instr. 4) 10. Owner- Securities (Instr. 4) Vear) Code (Instr. 8) (Month/Day/Year) 7. Title and Amount of Underlying Securities (Instr. 3) 8. Price of Underlying Securities (Instr. 3) 9. Number of Month/ (Instr. 4) 10. Owned at End of Month (Instr. 4) 10. \$32.35 03/01/2002 A (A) (V 03/01/2003 (02/29/2012 Common Stock - 13,684 13,684 D \$330.00 Image: Sa6.70 Image: Sa6.70

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

 (e.g., puts, calls, warrants, ontions, convertible securities)

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.

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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Grinstein, Gerald - March 2002

/s/ Marie Oh Huber

** Signature of Reporting Person

Marie Oh Huber / Attorney-in-fact

04-08-2002

Gerald Grinstein

Date

Gerald Grinstein 395 Page Mill Road, MS A3-18

Palo Alto, CA 94306

Explanation of responses:

(1) Right to buy Agilent Technologies, Inc. common stock granted under the Agilent Technologies, Inc., 1999 Non-Employee Director Stock Plan, complying with

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Rule 16b-3.

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