

AGILENT TECHNOLOGIES INC
Form 4
November 22, 2013

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Nersesian Ronald S.

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)
5301 STEVENS CREEK BLVD.

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
11/20/2013

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Executive Vice President

SANTA CLARA, CA 95051

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

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 Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code | | 4. Securities Acquired (A) or Disposed of (D) (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) or (D) | | | | Price |
| Common Stock | 11/20/2013 | | A | | 40,999 | A | \$ 53.53 | 84,902.0612 | D | |
| Common Stock | 11/20/2013 | | A | | 18,831 (1) | A | \$ 53.53 | 103,733.0612 | D | |
| Common Stock | 11/21/2013 | | M | | 22,766 | A | \$ 35.21 | 126,499.0612 | D | |
| Common Stock | 11/21/2013 | | M | | 28,174 | A | \$ 37.21 | 154,673.0612 | D | |
| Common Stock | 11/21/2013 | | M | | 35,000 | A | \$ 35.84 | 189,673.0612 | D | |
| | 11/21/2013 | | M | | 28,207 | A | | 217,880.0612 | D | |

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| | | | | | | | | |
|--------------|------------|--|---|---------|-------|-------|--------------|---|
| Common Stock | | | | | \$ | | | |
| | | | | | 29.46 | | | |
| Common Stock | 11/21/2013 | | S | 114,147 | D | \$ | 103,733.0612 | D |
| | | | | | | 54.39 | | |
| | | | | | | (2) | | |
| Common Stock | 11/20/2013 | | F | 912 | D | \$ | 102,821.0612 | D |
| | | | | | | 53.53 | | |

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 required to respond unless the form displays a currently valid OMB control number.

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(9-02)

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. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Underlying Security (Instr. 3 and 4) |
|---|--|--------------------------------------|--|--------------------------------|---|---|-----|--|-----------------|---|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | |
| Employee Stock Option (Right to Buy) ⁽⁴⁾ | \$ 53.53 | 11/20/2013 | | A | | 120,620 | | 11/20/2014 ⁽⁵⁾ | 11/19/2023 | Common Stock |
| Employee Stock Option (Right to Buy) ⁽⁴⁾ | \$ 29.46 | 11/21/2013 | | M | | 28,207 | | 11/18/2010 ⁽⁶⁾ | 11/17/2019 | Common Stock |
| Employee Stock Option (Right to Buy) ⁽⁴⁾ | \$ 35.84 | 11/21/2013 | | M | | 35,000 | | 11/21/2013 ⁽⁵⁾ | 11/20/2022 | Common Stock |
| Employee Stock Option (Right to Buy) ⁽⁴⁾ | \$ 37.21 | 11/21/2013 | | M | | 28,174 | | 11/17/2012 ⁽⁵⁾ | 11/16/2021 | Common Stock |
| Employee Stock | \$ 35.21 | 11/21/2013 | | M | | 22,766 | | 11/17/2011 ⁽⁵⁾ | 11/16/2020 | Common Stock |

Option
(Right to
Buy) ⁽⁴⁾

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Nersesian Ronald S. 5301 STEVENS CREEK BLVD. SANTA CLARA, CA 95051 | | | Executive Vice President | |

Signatures

/s/ Stephen D. Williams, attorney-in-fact for Mr.
Nersesian

11/22/2013

__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).

On November 20, 2013, pursuant to the Agilent Technologies, Inc. Long-Term Performance Program, 18,831 shares of common stock of

- (1) Agilent Technologies, Inc. were awarded to the reporting person. Under the Agilent Technologies, Inc. Deferred Compensation Plan, the reporting person has elected to defer 17,889 of such shares of common stock.
- (2) The weighted average price was \$54.39 with a range of \$54.22 to \$54.55
- (3) The reporting person surrendered 912 shares to Agilent to satisfy tax liability on the release of restricted shares in accordance with Rule 16b-3.
- (4) Right to buy Agilent Technologies, Inc. common stock granted under the Agilent Technologies, Inc. Stock Plan, in compliance with Rule 16b-3.
- (5) 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.
- (6) The option is fully vested and exercisable

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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