

AGILENT TECHNOLOGIES INC
 Form 4
 February 25, 2003
 SEC Form 4

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| <p>FORM 4</p> <p>[] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).</p> <p>(Print or Type Responses)</p> | <p>UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549</p> <p>STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP</p> <p>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</p> | <p>OMB APPROVAL</p> <hr/> <p>OMB Number: 3235-0287 Expires: January 31, 2005 Estimated average burden hours per response: 0.5</p> |
| <p>1. Name and Address of Reporting Person*</p> <p>Nordlund, D. Craig</p> <hr/> <p>(Last) (First) (Middle) 395 Page Mill Road, MS A3-18</p> <hr/> <p>(Street) Palo Alto, CA 94306</p> <hr/> <p>(City) (State) (Zip)</p> | <p>2. Issuer Name and Ticker or Trading Symbol</p> <p>Agilent Technologies, Inc. (A)</p> | <p>6. Relationship of Reporting Person(s) to Issuer (Check all applicable)</p> <p>_____ Director _____ 10% Owner <input checked="" type="checkbox"/> Officer _____ Other Senior Vice President, General Counsel and Secretary</p> <hr/> <p>7. Individual or Joint/Group Filing (Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p> |
| <p>3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)</p> | <p>4. Statement for Month/Day/Year</p> <p>February 24, 2003</p> <hr/> <p>5. If Amendment, Date of Original (Month/Day/Year)</p> | |

| 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 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) |
| Common Stock | 02/24/2003 | | P | 10,000.00 A \$13.00 | 29,565.22 | D | |
| Common Stock | | | | | 38.00 | I | Custodian for first daughter |
| Common Stock | | | | | 38.00 | I | Custodian for second daughter |
| Common Stock | | | | | 38.00 | I | Custodian for son |
| | | | | | | | |

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).

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.

(over)
 SEC 1474 (9-02)

Nordlund, D. Craig - February 24, 2003

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 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 and Voluntary Code (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 Following Reported Transactions (Instr.4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr.4) | 11. Nature of Indirect Beneficial Ownership (Instr.4) |
| Employee Stock Option (right to buy) | \$30.26 | | | | | 11/21/1997 11/20/2006 | Common Stock - 6,940 | | 6,940 | D | |
| Employee Stock Option (right to buy) | \$35.59 | | | | | 11/20/1998 11/19/2007 | Common Stock - 8,155 | | 8,155 | D | |
| Employee Stock Option (right to buy) | \$43.71 | | | | | 02/12/2000 02/11/2009 | Common Stock - 17,351 | | 17,351 | D | |
| Employee Stock Option (right to buy) | \$30.00 | | | | | 11/17/2000 11/17/2009 | Common Stock - 13,585 | | 13,585 | D | |
| Employee Stock Option (right to buy) | \$30.00 | | | | | 11/18/2000 11/17/2009 | Common Stock - 75,000 | | 75,000 | D | |
| Employee Stock Option (right to buy) | \$30.00 | | | | | 11/20/2000 11/17/2009 | Common Stock - 5,434 | | 5,434 | D | |
| Employee Stock Option (right to buy) | \$45.00 | | | | | 12/03/2000 12/02/2009 | Common Stock - 20,000 | | 20,000 | D | |
| Employee Stock Option (right to buy) | \$58.85 | | | | | 12/14/2001 12/13/2010 | Common Stock - 75,000 | | 75,000 | D | |
| Employee Stock | \$25.67 | | | | | 11/26/2002 11/25/2011 | Common Stock - | | 150,000 | D | |

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|--|---------|--|--|--|--|----------------------------|------------------------------|--|---------|---|--|
| Option (right to buy) | | | | | | | 150,000 | | | | |
| Employee Stock Option (right to buy) | \$15.89 | | | | | 11/19/2003 11/18/2012 | Common Stock - 100,000 | | 100,000 | 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).

By: Marie Oh Huber /
Attorney-in-fact -
02-24-2003

** Signature of Reporting Person

Date

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

Power of Attorney

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