

AGILENT TECHNOLOGIES INC  
 Form 4  
 November 21, 2014

**FORM 4**

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

OMB APPROVAL

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**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 \*  
 Grau Dominique

(Last) (First) (Middle)  
 5301 STEVENS CREEK BLVD  
 (Street)

SANTA CLARA, CA 95051

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
 AGILENT TECHNOLOGIES INC  
 [A]

3. Date of Earliest Transaction (Month/Day/Year)  
 11/19/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 Senior Vice President

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**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 (Instr. 8)	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 Ownership (Instr. 4)
			Code	V	Amount or (D) Price		
Common Stock	11/19/2014		F		1,158 (1) 40.8	D	(2) 24,774.768 D
Common Stock	11/19/2014		A		2,826 (3) 40.8	A	27,600.768 D
Common Stock	11/19/2014		F		1,063 (4) 40.8	D	26,537.768 D

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

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SEC 1474 (9-02)

number.

**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 Amount of Underlying Security (Instr. 3 and 4)	Amount or Number of Shares
Employee Stock Option (Right to Buy) <sup>(5)</sup>	\$ 40.8	11/19/2014		A	36,133	11/19/2015 <sup>(6)</sup> 11/18/2024	Common Stock	36,133

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Grau Dominique 5301 STEVENS CREEK BLVD SANTA CLARA, CA 95051			Senior Vice President	

## Signatures

/s/ Michael Tang, Attorney-in-fact for Mr. Grau 11/20/2014

\_\_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).

- (1) The reporting person surrendered 1,158 shares to Agilent to satisfy tax liability on the release of his restricted shares in accordance with Rule 16b-3.
- (2) Includes shares of common stock underlying RSUs resulting from the adjustment of RSUs held prior to November 1, 2014, pursuant to the terms of an employee matters agreement between Agilent and Keysight Technologies, Inc., dated as of August 1, 2014.
- (3) On November 19, 2014, pursuant to the Agilent Technologies, Inc. Long-Term Performance Program, 2,826 shares of common stock of Agilent Technologies, Inc. were awarded to the reporting person.
- (4) The reporting person surrendered 1,063 shares to Agilent to satisfy tax liability on the release of his restricted shares in accordance with Rule 16b-3.
- (5) Right to buy Agilent Technologies, Inc. common stock granted under the Agilent Technologies, Inc. Stock Plan, in compliance with Rule 16b-3.

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- (6) 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.

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