

HIRSCH DIDIER

Form 4

March 25, 2010

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
HIRSCH DIDIER

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)
03/23/2010

____ Director ____ 10% Owner
☒ Officer (give title below) ____ Other (specify below)
VP, Corp Controllership, Tax

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 (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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	03/23/2010		M	6,000 A	\$ 21.72 20,871.6808	D	
Common Stock	03/23/2010		S	6,000 D	\$ 34 14,871.6808	D	
Common Stock	03/23/2010		M	6,000 A	\$ 20.87 20,871.6808	D	
Common Stock	03/23/2010		S	6,000 D	\$ 34 14,871.6808	D	
Common Stock	03/23/2010		M	3,000 A	\$ 19 17,871.6808	D	

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Common Stock 03/23/2010 S 3,000 D \$ 34 14,871.6808 D

Common Stock 100 I Held by Spouse

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

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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 Amount of Underlying Securities (Instr. 3 and 4)	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 21.72	03/23/2010		M	6,000	11/16/2005	11/15/2014	Common Stock	6,000
Employee Stock Option (Right to Buy)	\$ 20.87	03/23/2010		M	6,000	05/17/2006	05/16/2015	Common Stock	6,000
Employee Stock Option (Right to Buy)	\$ 19	03/23/2010		M	3,000	11/18/2009	11/17/2018	Common Stock	3,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

HIRSCH DIDIER
5301 STEVENS CREEK BLVD.
SANTA CLARA, CA 95051

VP, Corp Controllershship, Tax

Signatures

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

03/25/2010

__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).

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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