AGILENT TECHNOLOGIES INC

Form 4

November 21, 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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Form 5 obligations may continue. *See* Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading HERBOLD ROBERT J Issuer Symbol AGILENT TECHNOLOGIES INC (Check all applicable) [A] (Last) (First) (Middle) 3. Date of Earliest Transaction _X__ Director 10% Owner _ Other (specify Officer (give title (Month/Day/Year) 5301 STEVENS CREEK BLVD, MS 11/19/2013 1A-LC (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check

Street)
4. If Amendment, Date Original
6. Individual or Joint/Grou
Filed(Month/Day/Year)
Applicable Line)

_X_Form filed by One Reporting Person
__Form filed by More than One Reporting

SANTA CLARA, CA 95051

(State)

(Zin)

(City)

(City)	(State) (Table	e I - Non-D	erivative	Secur	ities Acqu	uired, Disposed of	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securi on(A) or Di (Instr. 3,	ispose 4 and (A)	d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common Stock	11/19/2013		M	3,464	A	\$ 32.4	36,723.19 <u>(1)</u>	I	Herbold Revoc Trust
Common Stock	11/19/2013		S	3,464	D	\$ 53.85	33,259.197	I	Herbold Revoc Trust

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

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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. Transactic Code (Instr. 8)	5. Number out Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisab Expiration Date (Month/Day/Year		7. Title and As Underlying Se (Instr. 3 and 4)	Inderlying Sec	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	P	
Non-Employee Director Stock Option (right to buy) (2)	\$ 32.4	11/19/2013		M	3,464	03/03/2005(3)	03/02/2014	Common Stock		

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
HERBOLD ROBERT J 5301 STEVENS CREEK BLVD, MS 1A-LC SANTA CLARA, CA 95051	X					

Signatures

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

11/20/2013

**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).
- (1) Share amount reduced by 1.30 shares to reflect the rounding difference between recorded shares and issued shares.
- (2) Right to buy Agilent Technologies, Inc. common stock granted under the Agilent Technologies, Inc. 1999 Non-Employee Director Stock Plan.
- (3) 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. 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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