

AGILENT TECHNOLOGIES INC

Form 4

April 09, 2002

FORM 4 [] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).	UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP 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(f) of the Investment Company Act of 1940			OMB APPROVAL <hr/> OMB Number: 3235-0287 Expires: December 31, 2001 Estimated average burden hours per response. . . . 0.5
1. Name and Address of Reporting Person* Dillon, Adrian T. <div style="display: flex; justify-content: space-between;"> (Last) (First) (Middle) </div> 395 Page Mill Road, MS A3-18 <div style="text-align: center;">(Street)</div> Palo Alto, CA 94306 <div style="display: flex; justify-content: space-between;"> (City) (State) (Zip) </div>	2. Issuer Name and Ticker or Trading Symbol Agilent Technologies, Inc. (A) 3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)	4. Statement for (Month/Year) March 2002 5. If Amendment, Date of Original (Month/Year)	6. Relationship of Reporting Person(s) to Issuer (Check all applicable) <div style="display: flex; justify-content: space-between;"> _____ Director _____ 10% </div> Owner <div style="display: flex; justify-content: space-between;"> <input checked="" type="checkbox"/> _____ Officer _____ </div> Other Officer/Other Description Executive Vice President and Chief Financial Officer 7. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Individual Filing <input type="checkbox"/> Joint/Group Filing	

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned						
1. Title of Security (Instr. 3)	2. Transaction Date (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 at End of Month (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/D Price			
Common Stock	03/31/2002	J (1)	22,132.00 A 	22,132.00	I	By 401(k) plan
Common Stock				50,000.00	D	

(over)

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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. Conver- sion or Exercise Price of Deri- vative Security	3. Transac- tion Date (Month/ Day/ Year)	4. Transac- tion Code and Voluntary (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 at End of Month (Instr.4)	10. Owner- ship Form of Deriv- ative Security: Direct (D) or Indirect (I)	11. Nature of Indirect Beneficial Ownership (Instr.4)
Employee Stock Option (right to buy)	\$27.30				12/03/2002 12/02/2011	Common Stock - 200,000		200,000	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).

_____/s/ Marie Oh Huber_____

04-08-2002

** 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.

**Marie Oh Huber / Attorney-in-fact
Adrian T. Dillon**

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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<p align="center">FOOTNOTE Descriptions for Agilent Technologies, Inc. (A)</p> <p align="right">Form 4 - March 2002</p> <p>Adrian T. Dillon 395 Page Mill Road, MS A3-18 Palo Alto, CA 94306</p> <hr/> <p>Explanation of responses:</p> <p>(1) Shares acquired under the 401(k) plan from a roll-over from prior employer's 401(k) plan and continuing employee contributions, exempt under Rule 16b-3(c).</p>
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