AGILENT TECHNOLOGIES INC
Form 11-K
June 28, 2002

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SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 11-K

(MARK ONE)

[X] ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934.

FOR THE YEAR ENDED DECEMBER 31, 2001.

OR

[ ] TRANSITION REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934.
FOR THE TRANSITION PERIOD FROM ___________ TO ____________

COMMISSION FILE NUMBER: 001-15405

A. FULL TITLE OF THE PLAN AND THE ADDRESS OF THE PLAN, IF DIFFERENT FROM THAT OF THE ISSUER NAMED BELOW:

AGILENT TECHNOLOGIES, INC. SAVINGS ACCUMULATION PLAN

B. NAME OF ISSUER OF THE SECURITIES HELD PURSUANT TO THE PLAN AND THE ADDRESS OF ITS PRINCIPAL EXECUTIVE OFFICE:

AGILENT TECHNOLOGIES, INC.
395 PAGE MILL ROAD
PALO ALTO, CALIFORNIA 94306

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December 31, 2001 and 2000

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REPORT OF
MOHLER, NIXON & WILLIAMS ACCOUNTANCY CORPORATION,
INDEPENDENT ACCOUNTANTS

To the Participants and
Plan Administrator of the
Agilent Technologies, Inc.
Savings Accumulation Plan

We have audited the financial statements of the Agilent Technologies, Inc. Savings Accumulation Plan (the Plan) as of December 31, 2001, and for the year then ended, as listed in the accompanying table of contents. These financial statements are the responsibility of the Plan s management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by the Plan s management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan as of December 31, 2001, and the changes in net assets available for benefits for the year then ended, in conformity with accounting principles generally accepted in the United States of America.

Our audit was performed for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental schedule, as listed in the accompanying table of contents, is presented for the purpose of additional analysis and is not a required part of the basic financial statements but is supplementary information required by the Department of Labor s Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. This supplemental schedule is the responsibility of the Plan s management. The supplemental schedule has been subjected to the auditing procedures applied in the audit of the basic financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

/s/ Mohler, Nixon & Williams
MOHLER, NIXON & WILLIAMS
Accountancy Corporation

Campbell, California
May 31, 2002

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**REPORT OF PRICEWATERHOUSECOOPERS LLP,
INDEPENDENT ACCOUNTANTS**

To the Participants and Administrator
of Agilent Technologies, Inc. Savings Accumulation Plan

In our opinion, the accompanying statement of net assets available for benefits at December 31, 2000 and the related statement of changes in net assets available for benefits for the period from June 2, 2000 (date of inception) to December 31, 2000 present fairly, in all material respects, the net assets available for benefits of Agilent Technologies, Inc. Savings Accumulation Plan (the Plan) at December 31, 2000, and the changes in net assets available for benefits for the period from June 2, 2000 (date of inception) to December 31, 2000 in conformity with accounting principles generally accepted in the United States of America. These financial statements are the responsibility of the Plan s management; our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit of these statements in accordance with auditing standards generally accepted in the United States of America, which require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

/s/ PricewaterhouseCoopers LLP
PricewaterhouseCoopers LLP
San Jose, California
May 4, 2001

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AGILENT TECHNOLOGIES, INC
SAVINGS ACCUMULATION PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
(in thousands)

	December 31,	
	2001	**2000**
Assets:		
Investments, at fair value	$1,824,681	$2,261,363
Participant loans	27,478	32,185
Assets held for investment purposes	1,852,159	2,293,548
Employer s contribution receivable	5,232	9,130
Participants contributions receivable		5,576
Accrued income receivable	755	970
Receivable from broker for securities sold	414	1,228
Total assets	1,858,560	2,310,452
Liabilities:		
Payable to broker for securities purchased	272	571
Net assets available for benefits	$1,858,288	$2,309,881

See notes to financial statements.

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AGILENT TECHNOLOGIES, INC.
SAVINGS ACCUMULATION PLAN

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
(in thousands)

	Year ended December 31, 2001	For the period from June 2, 2000 (inception) to December 31, 2000
Additions to net assets attributed to:		
Investment income (loss):		
Dividends and interest	$ 32,730	86,401
Net realized and unrealized depreciation in fair value of investments	(461,709)	(56,050)
	(428,979)	30,351
Contributions:		
Participants	150,840	91,748
Employer s	54,388	37,416
	205,228	129,164
Total additions	(223,751)	159,515
Deductions from net assets attributed to:		
Withdrawals and distributions	189,558	93,246
Total deductions	189,558	93,246
Net increase (decrease) prior to transfers	(413,309)	66,269
Transfers of assets:		
To the Plan from the Hewlett-Packard Company Tax Savings Capital Accumulation Plan		2,243,612
From the Plan to the Philips Electronics Employee Savings Plan	38,284	
Net increase (decrease) in net assets	(451,593)	2,309,881
Net assets available for benefits:		
Beginning of period	2,309,881	
End of period	$1,858,288	$2,309,881

See notes to financial statements.

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AGILENT TECHNOLOGIES, INC.
SAVINGS ACCUMULATION PLAN

NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2001 AND 2000

NOTE 1 THE PLAN AND ITS SIGNIFICANT ACCOUNTING POLICIES

General The following description of the Agilent Technologies, Inc. Savings Accumulation Plan (the Plan) provides only general information. Participants should refer to the Plan document for a more complete description of the Plan s provisions.

On March 2, 1999, Hewlett-Packard Company (Hewlett-Packard) announced its intention to launch a new company, subsequently named Agilent Technologies, Inc. (the Company or Agilent), through a distribution of the Company s common stock to Hewlett-Packard s shareholders in the form of a tax-free spin-off. Hewlett-Packard distributed its interest in the Company to Hewlett-Packard s shareholders on June 2, 2000.

In conjunction with this transaction, the Company established the Agilent Technologies, Inc. Savings Accumulation Plan (the Plan) and the Savings Accumulation Plan Trust (the Trust) to hold the assets of the Plan. The Company intends that the Plan be qualified pursuant to Sections 401(a) and 401(k) of the Internal Revenue Code of 1986, as amended. The Company s employees continued to participate in the Hewlett-Packard Company Tax Savings Capital Accumulation Plan through June 1, 2000. On June 2, 2000, the Company s eligible participants began to participate in the Plan and a portion of the Hewlett-Packard Company Tax Savings Capital Accumulation Plan s assets, approximately $2,243,612,000, was transferred to the Trust in accordance with the Employee Matters Agreement, effective August 12, 1999.

The Plan provides benefits to eligible employees, as defined in the Plan document. The Plan administrator believes that the Plan is currently designed and operated in compliance with the applicable requirements of the Internal Revenue Code and the provisions of the Employee Retirement Income Security Act of 1974 (ERISA), as amended.

Administration The Board of Directors of the Company has appointed a Benefits Committee (the Committee) to manage the policy, design, and administration of the Plan. The Company has contracted with Fidelity Management Trust Company (Fidelity) to act as the trustee and an affiliate of Fidelity to process and maintain the records of participant data. Substantially all expenses incurred for administering the Plan are paid by the Company, except investment management services provided by certain Fidelity funds.

Estimates The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the Plan s management to make estimates and assumptions that affect the reported amounts of assets and liabilities, and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

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Basis of accounting The financial statements of the Plan are prepared on the accrual method of accounting in accordance with accounting principles generally accepted in the United States of America. Sales and purchases are recorded on the trade date. Benefits are recorded when paid. Dividends are recorded on the ex-dividend date.

Investments Investments of the Plan are held by Fidelity and invested based solely upon instructions received from participants. The Plan is intended to be a 404(c) Plan under ERISA.

The Plan s investments in Company common stock, Hewlett-Packard Company common stock and mutual funds are valued at fair value as of the last day of the Plan year, as measured by quoted market prices. Participant loans are valued at cost, which approximates fair value.

Income taxes On February 25, 2002, the Plan filed an Application for a favorable determination letter from the Internal Revenue Service, which is expected to be received in due course. The Company believes that the Plan is operated in accordance with, and is qualified under the applicable requirements of the Internal Revenue Code (the Code) and related state statutes, and that the Trust, which forms a part of the Plan, is exempt from federal income and state franchise taxes.

Risks and uncertainties The Plan provides for various investment options in any combination of mutual funds and the Agilent Technologies Stock Fund offered by the Plan. Investment securities are exposed to various risks, such as interest rate, market fluctuations and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in risks in the near term would materially affect participants account balances and the amounts reported in the statements of net assets available for benefits and the statements of changes in net assets available for benefits.

NOTE 2 RELATED PARTY TRANSACTIONS

Certain Plan investments in mutual funds are managed by Fidelity, the trustee of the Plan. Any purchases and sales of these funds are performed in the open market at fair value. Such transactions, while considered party-in-interest transactions under ERISA regulations, are permitted under the provisions of the Plan and are specifically exempt from the prohibition of party-in-interest transactions under ERISA.

As allowed by the Plan, participants may elect to invest a portion of their accounts in the Agilent Technologies Stock Fund (the Fund), which is primarily invested in shares of Agilent Technologies, Inc. common stock. Investments in the Fund are at the direction of the Plan participants. The shares of Agilent Technologies, Inc. common stock are traded in the open market.

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NOTE 3 PARTICIPATION AND BENEFITS

Eligibility **-** Employees who are eligible to participate in the Plan include those employees of the Company and its designated domestic subsidiaries who are on the U.S. dollar payroll and who are employed as regular full-time or regular part-time employees of the Company. There is no waiting period for eligibility.

Participant contributions Upon initially becoming an eligible employee, a participant is deemed to have elected a three percent (3%) deferral effective on the first day of commencement of participation, unless that employee makes a change to that election in the manner prescribed by the Plan. Participating employees may elect to have the Company contribute up to 20% of their eligible pre-tax compensation not to exceed the amount allowable under current income tax regulations. Participants who elect to have the Company contribute a portion of their compensation to the Plan agree to accept an equivalent reduction in taxable compensation. Contributions withheld are invested in accordance with the participant s direction.

Participants are also allowed to make rollover contributions of eligible rollover distributions received from other tax-qualified employer-sponsored retirement plans. Such contributions are deposited in the appropriate investment funds in accordance with the participant s direction and the Plan s provisions.

Employer contributions The Company makes matching contributions as required by the Plan document. In 2001 and 2000, the Company matched 100% of the employee s deferral for the first 3% of salary deferred, and 50% of the employee s deferral for the next 2% of salary deferred. The Company matching contribution is deposited into the individual employee s Plan account after the end of each of the Company s fiscal quarters, which are January 31, April 30, July 31 and October 31. To receive the Company match, the participant must be an employee of the Company at these dates, consistent with the terms of the Plan, except for retirees and deceased employees.

Both employee and Company contributions in 2001 and 2000 have been made in cash for all funds; however, Company contributions invested in the Agilent Technologies Stock Fund may be made in either cash or common stock of the Company. No Company contributions have been made in the form of common stock of the Company for 2001 and 2000.

The terms of the Plan include the Company s ability to guarantee a minimum amount of employee and Company contributions that will be made to the Plan in a Plan year. In the event this minimum is not made, the Company can make a contribution up to the minimum amount. The amount, if any, that this minimum exceeds the actual employee and Company contributions as determined above will be allocated to non-highly compensated employees (as defined in the Code) in the manner prescribed by the Plan document. No minimum contributions were guaranteed for the 2001 or 2000 Plan year.

Vesting Participants are 100% vested in their salary deferrals and rollover contributions, and Company matching contributions transferred to their accounts at the end of each corresponding fiscal quarter, subject to terms of the Plan.

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Participant accounts Each participant s account is credited with the participant s contribution, Plan earnings or losses and an allocation of the Company s matching contribution. Participating employees may not direct future contributions nor transfer monies into the Hewlett-Packard Stock Fund. Allocation of the Company s matching contribution is based on participant contributions, as defined in the Plan.

Participants can transfer their invested funds among the available investment options and/or change the investment of their future contributions as often as desired. These transfers and changes must be made in whole percent increments. New hires will have their initial contributions invested in the Institutional Money Market Fund, the fund designated as the Plan default fund, until the participant makes a change to that investment election.

Payment of benefits Upon termination, the participant or beneficiary may elect to leave their account balance in the Plan, or receive their total benefits in a lump sum amount equal to the value of the participant s interest in their account. Upon termination, the participant (not the beneficiary) may also make on-demand cash withdrawals of no less than $1,000. Effective March 1, 2002 this option was eliminated. The Plan allows for automatic lump sum distribution of participant account balances that do not exceed $5,000.

Certain participants from particular companies acquired by the Company may elect to take their benefits as an annuity or in installments. Effective September 1, 2001, these optional forms of benefit were eliminated.

Loans to participants The Plan allows participants to borrow not less than $1,000, and up to the lesser of $50,000 or 50% of their account balance. The loans are secured by the participant s balance. Such loans bear interest at the prime rate plus one-half percent and must be repaid to the Plan between one year and four years. Generally, loans are repaid semi-monthly via automatic payroll deduction. The specific terms and conditions of such loans are established by the Plan administrator. Outstanding loans at December 31, 2001 and 2000 carried interest rates, which range from 5.5% to 10.0%.

NOTE 4 PLAN TRANSFERS

In addition to the transfer of assets to the Plan described in Note 1, during 2001, Plan assets of approximately $38,284,000 were transferred via a batched rollover out of the Plan and into the Philips Electronics Employee Savings Plan as part of the Company s divestiture of its health care business.

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NOTE 5 INVESTMENTS

The number of shares of Agilent Technologies, Inc. common stock in the Agilent Technologies Stock Fund (the Fund) was 7,628,269 and 7,367,394 as of December 31, 2001 and 2000, respectively. The fair value of the Agilent common stock included in the Fund was $217,462,000 and $403,332,000 at December 31, 2001 and 2000, respectively. The Fund assigns units of participation to those participants with account balances in the Fund. The total number of units in the Fund at December 31, 2001 and 2000 was 10,441,806 and 10,166,062, respectively, and the net unit value was $21.00 and $40.01, respectively, at these dates. The Fund is comprised primarily of Agilent Technologies, Inc. common stock purchased on the open market. The fund also includes a minor investment in the Institutional Money Market Fund.

The number of shares of Hewlett-Packard Company common stock in the Hewlett-Packard Stock Fund (the H-P Fund) was 9,236,535 and 11,364,571 as of December 31, 2001 and 2000, respectively. The fair value of the Hewlett-Packard Company common stock included in the H-P Fund was $189,721,000 and $358,706,000 at December 31, 2001 and 2000, respectively. The H-P Fund assigns units of participation to those participants with account balances in the H-P Fund. The total number of units in the H-P Fund at December 31, 2001 and 2000 was 6,190,887 and 7,865,155, respectively, and the net unit value was $31.63 and $47.03, respectively, at these dates. The H-P Fund is comprised primarily of Hewlett-Packard Company common stock and was included in the assets transferred from the Hewlett-Packard Company Tax Savings Capital Accumulation Plan in accordance with the Employee Matters Agreement, effective August 12, 1999. The participants who were invested in the H-P Fund at the time the Company legally separated from Hewlett-Packard Company were able to maintain their investments in the H-P Fund. The H-P Fund also includes a minor investment in the Institutional Money Market Fund. Contributions or account balance transfers into the H-P Fund are prohibited; however, participants may transfer their balances out of the H-P fund at any time.

The following table is a summary of the fair values of investments and investment funds that represent 5% or more of the Plan s net assets at December 31 (in thousands):

	2001	2000
Fidelity Institutional Money Market Fund	$240,080	$187,088
Fidelity Contrafund	145,675	183,864
Fidelity Growth and Income Fund	111,617	124,747
Fidelity Magellan Fund	413,018	507,695
Spartan U.S. Equity Index Fund	107,375	122,540
Hewlett-Packard Company common stock	189,721	358,706
Agilent Technologies, Inc. common stock	217,462	403,332

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The Plan s investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated (depreciated) in value as follows for the years ended December 31 (in thousands):

	2001	2000
Common stock	$(280,596)	$ 156,519
Mutual funds	(181,007)	(212,562)
	$(461,603)	$ (56,043)

NOTE 6 PLAN TERMINATION

The Company intends to continue the Plan indefinitely for the benefit of its participants; however, it reserves the right to terminate or modify the Plan at any time by resolution of its Board of Directors and subject to the provisions of ERISA.

NOTE 7 SUBSEQUENT EVENTS

Effective January 1, 2002, the Plan s name was changed to the Agilent Technologies, Inc. 401(k) Plan.

As of May 31, 2002, the Dow Jones Industrial Average and Nasdaq Composite indices have decreased by approximately 1% and 17%, respectively, since December 31, 2001, and the Hewlett-Packard Company common stock included in the H-P Fund has decreased by approximately 41% since December 31, 2001, and the Plan s assets may have significantly decreased in value.

By December 31, 2001, the Plan document was amended and restated to incorporate provisions from the Uruguay Round Agreements Act, Pub. L. 103-465; the Uniformed Services Employment and Reemployment Rights Act of 1994, Pub. L. 103-353; the Small Business Job Protection Act of 1996, Pub. L. 104-188; the Taxpayer Relief Act of 1997, Pub. L. 105-34; the Internal Revenue Service Restructuring and Reform Act of 1998, Pub. L. 105-206; and the Community Renewal Tax Relief Act of 2000, Pub. L. 106-554 ("GUST"). Certain provisions of the Economic Growth and Tax Relief Reconciliation Act of 2001 (EGTRRA) will be adopted in 2002.

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SUPPLEMENTAL SCHEDULE

EIN: 77-0518772
PLAN #003

AGILENT TECHNOLOGIES, INC.
SAVINGS ACCUMULATION PLAN

SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES
DECEMBER 31, 2001
(in thousands)

	Identity of issue, borrower, lessor or similar party	Description of investment including maturity date, rate of interest, collateral, par or maturity value	Current value
	Fidelity Management Trust Company:		
	Harbor Capital Appreciation Fund	Mutual fund	$ 54,308
	ICAP Equity Portfolio Fund	Mutual fund	13,956
	Templeton Foreign Fund Index	Mutual fund	26,393
	Janus Aspen Series Worldwide Growth Portfolio	Mutual fund	52,641
	MAS Mid Cap Growth Fund	Mutual fund	62,540
	PIMCO Total Return Fund	Mutual fund	45,144
	Domini Social Equity Fund	Mutual fund	9,815
*	Fidelity Institutional Money Market Fund	Money market	240,080
	Hewlett-Packard Company common stock	Common stock	189,721
*	Agilent Technologies, Inc. common stock	Common stock	217,462
*	Fidelity Magellan Fund	Mutual fund	413,018
*	Fidelity Contrafund	Mutual fund	145,675
*	Fidelity Growth and Income Fund	Mutual fund	111,617
*	Fidelity Intermediate Bond Fund	Mutual fund	69,713
*	Fidelity Low-Priced Stock Fund	Mutual fund	55,013
*	Spartan Extended Market Index	Mutual fund	10,210
*	Spartan U.S. Equity Index Fund	Mutual fund	107,375
*	Participant loans	Interest rates ranging from 5.5% to 10.0%	27,478
	Total		$ 1,852,159

* Party-in-interest

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SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Dated: June 28, 2002	By:	/s/ Adrian T. Dillon
		Adrian T. Dillon Executive Vice President and Chief Financial Officer

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EXHIBIT INDEX

Exhibit Number	Description
23.1	Consent of Mohler, Nixon & Williams, Independent Accountants.
23.2	Consent of PricewaterhouseCoopers LLP, Independent Accountants.