#### Edgar Filing: Nersesian Ronald S. - Form 4

Nersesian R Form 4	onald S.									
November 2	26, 2012									
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION								OMB APPROVAL		
Check th	Check this box Washington, D.C. 20549							Number:	3235-0287 January 31,	
if no lon subject t Section Form 4 Form 5	16. or Filed pur	rsuant to Section	<b>SECU</b> on 16(a) of the	<b>RITIES</b> he Securi	ties E	Exchang		IP OF Estimated average burden hours per response		
obligatio may con <i>See</i> Instr 1(b).	tinue. Section 17(		e Utility Ho e Investmen	•	· ·	•	f 1935 or Section 10			
(Print or Type	Responses)									
Nersesian Ronald S. S			2. Issuer Name <b>and</b> Ticker or Trading Symbol				5. Relationship of Reporting Person(s) to Issuer			
		[A]	AGILENT TECHNOLOGIES INC [A]				(Check all applicable)			
(Last) 5301 STEV	(First) (1 ENS CREEK BL	(Mor	3. Date of Earliest Transaction (Month/Day/Year) 11/21/2012				Director 10% Owner X_ Officer (give title Other (specify below) below) President and COO			
	(Street)	I. If Amendment, Date Original Filed(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person				
SANTA CI	LARA, CA 95051						Form filed by Mo Person	ore than One Rej	porting	
(City)	(State)	(Zip)	Table I - Non-	Derivative	Secur	ities Acq	uired, Disposed of,	or Beneficiall	y Owned	
1.Title of Security (Instr. 3)	(Month/Day/Year) Execution Da		Date, if Transactior(A) or Disposed of (D) Code (Instr. 3, 4 and 5) /Year) (Instr. 8)				5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)	(I) (Instr. 4)		
Common Stock	11/21/2012		М	5,855	А	\$ 16.21	98,914.8332	D		
Common Stock	11/21/2012		М	20,739	А	\$ 19	119,653.8332	D		
Common Stock	11/21/2012		S	36,833	D	\$ 36.14	82,820.8332	D		

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

Persons who respond to the collection of<br/>information contained in this form are not<br/>required to respond unless the formSEC 1474<br/>(9-02)

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# displays a currently valid OMB control 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. Transactio Code (Instr. 8)	5. Number of tionDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and A Underlying S (Instr. 3 and 4
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title
Employee Stock Option (Right to Buy)	\$ 35.84	11/21/2012		A	140,000		11/21/2013 <u>(2)</u>	11/20/2022	Common Stock
Employee Stock Option (Right to Buy) <u>(3)</u>	\$ 16.21	11/21/2012		М		5,855	03/27/2010 <u>(2)</u>	03/26/2019	Common Stock
Employee Stock Option (Right to Buy) (4)	\$ 19	11/21/2012		М		20,739	11/18/2009 <u>(2)</u>	11/17/2018	Common Stock

## **Reporting Owners**

<b>Reporting Owner Name / Address</b>	Relationships						
, , , , , , , , , , , , , , , , , , ,	Director	10% Owner	Officer	Other			
Nersesian Ronald S. 5301 STEVENS CREEK BLVD. SANTA CLARA, CA 95051			President and COO				
Signatures							
/s/ Stephen D. Williams, attorney- Nersesian	in-fact for	Mr.	11/21/2012				
<u>**</u> Signature of Reporting P	erson		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 weighted average sales price was \$36.14 with a range of \$36.08 - \$36.43.

- (2) The option is exercisable in four equal installments beginning on the first anniversary of the date of the grant. The first vesting date is stated.
- (3) Right to buy Agilent Technologies, Inc. common stock granted under the Agilent Technologies, Inc. 2009 Stock Plan, in compliance with Rule 16b-3.
- (4) Right to buy Agilent Technologies, Inc. common stock granted under the Agilent Technologies, Inc. 1999 Stock Plan, in compliance with Rule 16b-3.

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.