

AGILENT TECHNOLOGIES INC

Form 3/A

May 23, 2008

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

OMB  
Number: 3235-0104Expires: January 31,  
2005Estimated average  
burden hours per  
response... 0.5**INITIAL STATEMENT OF 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

(Print or Type Responses)

1. Name and Address of Reporting  
Person \*

Â Roelofs Nicolas H PHD

(Last) (First) (Middle)

5301 STEVENS CREEK BLVD.

(Street)

SANTA CLARA,Â CAÂ 95051

(City) (State) (Zip)

2. Date of Event Requiring  
Statement

(Month/Day/Year)

11/15/2007

3. Issuer Name **and** Ticker or Trading Symbol  
AGILENT TECHNOLOGIES INC [A]4. Relationship of Reporting  
Person(s) to Issuer

(Check all applicable)

☐ Director ☐ 10% Owner☒ Officer ☐ Other

(give title below) (specify below)

Vice President

5. If Amendment, Date Original  
Filed(Month/Day/Year)

11/21/2007

6. Individual or Joint/Group

Filing(Check Applicable Line)

☒ Form filed by One Reporting  
Person☐ Form filed by More than One  
Reporting Person**Table I - Non-Derivative Securities Beneficially Owned**1. Title of Security  
(Instr. 4)2. Amount of Securities  
Beneficially Owned  
(Instr. 4)3. Ownership  
Form:  
Direct (D)  
or Indirect  
(I)  
(Instr. 5)4. Nature of Indirect Beneficial  
Ownership  
(Instr. 5)Common Stock <sup>(1)</sup>

3,528

D Â

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

SEC 1473 (7-02)

**Persons who respond to the collection of  
information contained in this form are not  
required to respond unless the form displays a  
currently valid OMB control number.****Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**1. Title of Derivative  
Security  
(Instr. 4)2. Date Exercisable and  
Expiration Date  
(Month/Day/Year)Date Exercisable Expiration  
Date3. Title and Amount of  
Securities Underlying  
Derivative Security  
(Instr. 4)Title Amount or  
Number of4. Conversion  
or Exercise  
Price of  
Derivative  
Security5. Ownership  
Form of  
Derivative  
Security:  
Direct (D)  
or Indirect6. Nature of Indirect  
Beneficial  
Ownership  
(Instr. 5)

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				Shares		(I) (Instr. 5)	
Employee Stock Option (Right to Buy) <sup>(2)</sup>	07/18/2007 <sup>(3)</sup>	07/17/2016	Common Stock	26,253	\$ 26.99	D	Â
Employee Stock Option (Right to Buy) <sup>(2)</sup>	11/15/2007 <sup>(3)</sup>	11/14/2016	Common Stock	16,500	\$ 33.14	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Roelofs Nicolas H PHD 5301 STEVENS CREEK BLVD. SANTA CLARA, CA 95051	Â	Â	Â Vice President	Â

## Signatures

Marie Oh Huber, attorney-in-fact for Mr.  
Roelofs

05/23/2008

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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) This amended Form 3 is being filed to correct the number of shares held by reporting person as of November 15, 2007. On November 21, 2007, the reporting person mistakenly filed 2,680 shares of common stock on the original Form 3. The right amount is 3,528 shares.
- (2) Right to buy Agilent Technologies, Inc. common stock granted under the Agilent Technologies, Inc. 1999 Stock Plan, in compliance with Rule 16b-3.
- (3) 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.

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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