

CHANG DICK M  
Form 3  
March 08, 2002

<b>FORM 3</b>	<b>UNITED STATES SECURITIES AND EXCHANGE COMMISSION</b>  Washington, D.C. 20549	OMB APPROVAL
	<b>INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES</b>  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 Number: 3235-0104 Expires: December 31, 2001 Estimated average burden hours per response. . . . . 0.5

1. Name and Address of Reporting Person* <b>Chang, Dick M.</b>  (Last) (First) (Middle)  <b>395 Page Mill Road, MS A3-18</b>  (Street)  <b>Palo Alto, CA 94306</b>  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year)  <b>March 01, 2002</b>	4. Issuer Name and Ticker or Trading Symbol <b>Agilent Technologies, Inc. (A)</b>	6. If Amendment, Date of Original (Month/Day/Year)  7. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Individual Filing <input type="checkbox"/> Joint/Group Filing
3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other  Officer/Other Description: <b>Senior Vice President</b>	

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form : (D) Direct (I) Indirect (Instr. 5)	4. Nature of Beneficial Ownership (Instr. 5)
Common Stock	12,199.15	D	

(over)  
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**Form 3 (continued)**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable(DE) and Expiration Date(ED)	3. Title and Amount of of Underlying Security (Instr. 4)	4. Conversion or Exercise Price	5. Ownership Form (D) Direct or (I) Indirect (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	(DE)   (ED)				

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Employee Stock Option (right to buy)	02/12/2000   02/11/2009	Common Stock - 7,808	\$43.71	D	
Employee Stock Option (right to buy)	11/18/2000   11/17/2009	Common Stock - 40,000	\$30.00	D	
Employee Stock Option (right to buy)	05/17/2003   05/16/2010	Common Stock - 100	\$80.28	D	
Employee Stock Option (right to buy)	09/28/2001   09/27/2010	Common Stock - 20,000	\$47.25	D	
Employee Stock Option (right to buy)	11/13/2001   11/12/2010	Common Stock - 70,000	\$39.41	D	
Employee Stock Option (right to buy)	11/26/2002   11/25/2011	Common Stock - 70,000	\$25.67	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\_\_\_\_\_  
03-08-2002  
\*\* 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**  
**Dick M. Chang**

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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