

Tang Michael
Form 4
March 28, 2019

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN 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 *
Tang Michael

2. Issuer Name and Ticker or Trading Symbol
AGILENT TECHNOLOGIES INC
[A]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
03/27/2019

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP, General Counsel, and Sec.

5301 STEVENS CREEK BLVD

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

SANTA CLARA, CA 95051

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount or Price | | |
| Common Stock | 03/27/2019 | | M | | 6,681 A \$ 39.12 | 63,746.39 ⁽¹⁾ | D |
| Common Stock | 03/27/2019 | | M | | 47 A \$ 40.8 | 63,793.39 | D |
| Common Stock | 03/27/2019 | | S | | 6,728 ⁽²⁾ D \$ 80.5 | 57,065.39 | D |

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

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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. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | Amount or Number of Shares |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Employee Stock Option (Right to Buy) ⁽³⁾ | \$ 40.8 | 03/27/2019 | | M | 47 | 11/19/2015 ⁽⁴⁾ 11/18/2024 | Common Stock | 47 |
| Employee Stock Option (Right to Buy) ⁽³⁾ | \$ 39.12 | 03/27/2019 | | M | 6,681 | 11/20/2014 ⁽⁴⁾ 11/19/2023 | Common Stock | 6,681 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Tang Michael
5301 STEVENS CREEK BLVD
SANTA CLARA, CA 95051

Director 10% Owner Officer Other

SVP, General Counsel, and Sec.

Signatures

/s/ P. Diana Chiu, attorney-in-fact for Mr.
Tang

03/28/2019

**Signature of Reporting Person

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) Includes 3,487 shares acquired in the Agilent Technologies, Inc. dividend reinvestment plan.

(2) This transaction was effected pursuant to a Rule 10b5-1 Plan adopted by the reporting person on February 22, 2019.

(3)

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Right to buy Agilent Technologies, Inc. common stock granted under the Agilent Technologies, Inc. Stock Plan, in compliance with Rule 16b-3.

(4) This option is fully vested and exercisable.

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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