

AGILENT TECHNOLOGIES INC  
Form 8-K  
December 19, 2005

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities and Exchange Act of 1934**

Date of Report (Date of earliest event reported) December 15, 2005

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**AGILENT TECHNOLOGIES, INC.**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-15405**  
(Commission File Number)

**77-0518772**  
(IRS Employer  
Identification No.)

**395 Page Mill Road, Palo Alto, California 94306**

(Address of principal executive offices) (Zip Code)

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Registrant's telephone number, including area code (650) 752-5000

(Former name, former address and former fiscal year, if changed since last report)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240-14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**ITEM 5.02 DEPARTURE OF DIRECTORS OR PRINCIPAL OFFICERS; ELECTION OF DIRECTORS; APPOINTMENT OF PRINCIPAL OFFICERS**

On December 15, 2005, Walter Hewlett gave notice to Agilent Technologies, Inc. (the Company or Agilent ) that, effective March 1, 2006, immediately after the annual meeting of stockholders of the Company, he will retire as a member of the Board of Directors of Agilent. Mr. Hewlett is retiring for personal reasons and not due to any disagreement with the Company.

**ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS**

(c) **Exhibits.**

The following are filed as exhibits to this report:

<b>Exhibit No.</b>	<b>Description</b>
99.1	Press release of Agilent Technologies, Inc., announcing the retirement of Walter Hewlett, dated December 19, 2005.

**SIGNATURES**

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 hereunto duly authorized.

AGILENT TECHNOLOGIES, INC.

By:           /s/ Marie Oh Huber          

Name: Marie Oh Huber

Title: Vice President, Assistant Secretary and  
Assistant General Counsel

Date: December 19, 2005