AGILENT TECHNOLOGIES INC
Form FWP
July 13, 2010

**Pricing Term Sheet**
**July 13, 2010**

**Filed Pursuant to Rule 433**
**Relating to Preliminary Prospectus dated July 13, 2010**
**Registration No. 333-161799**

**Agilent Technologies, Inc.**

*Pricing Term Sheet*

2.500% Notes due 2013

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|---|---|
| Issuer: | Agilent Technologies, Inc. |
| Principal Amount: | $250,000,000 |
| Security Type: | Senior Notes |
| Maturity: | July 15, 2013 |
| Coupon: | 2.500% |
| Price to Public: | 99.815% |
| Yield to Maturity: | 2.565% |
| Spread to Benchmark Treasury: | 150 basis points |
| Benchmark Treasury: | 1.125% due June 15, 2013 |
| Benchmark Treasury Spot and Yield: | 100-05+; 1.065% |
| Interest Payment Dates: | January 15 and July 15, commencing January 15, 2011 |
| Make-Whole Call: | Treasury + 25 basis points |
| Net Proceeds: | $248,662,500 |
| Trade Date: | July 13, 2010 |
| Settlement Date: | July 20, 2010 (T+5) |
| Denominations: | $2,000 × $1,000 |
| CUSIP/ISIN: | 00846U AF8/US00846UAF84 |
| Ratings: * | Baa3 (stable outlook) by Moody's Investors Service, Inc.<br>BBB- (stable outlook) by Standard & Poor's Ratings Services<br>BBB (positive outlook) by Fitch Ratings |
| Joint Bookrunners: | Banc of America Securities LLC<br>Barclays Capital Inc.<br>Credit Suisse Securities (USA) LLC |
| Senior Co-Managers: | Citigroup Global Markets Inc.<br>Lloyds TSB Bank plc |
| Co-Managers: | BNP Paribas Securities Corp.<br>The Williams Capital Group, L.P.<br>Wells Fargo Securities, LLC |

5.000% Notes due 2020

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|---|---|
| Issuer: | Agilent Technologies, Inc. |
| Principal Amount: | $500,000,000 |
| Security Type: | Senior Notes |
| Maturity: | July 15, 2020 |
| Coupon: | 5.000% |
| Price to Public: | 99.535% |
| Yield to Maturity: | 5.060% |
| Spread to Benchmark Treasury: | 195 basis points |
| Benchmark Treasury: | 3.500% due May 15, 2020 |
| Benchmark Treasury Spot and Yield: | 103-09; 3.110% |
| Interest Payment Dates: | January 15 and July 15, commencing January 15, 2011 |
| Make-Whole Call: | Treasury + 30 basis points |
| Net Proceeds: | $494,425,000 |
| Trade Date: | July 13, 2010 |
| Settlement Date: | July 20, 2010 (T+5) |
| Denominations: | $2,000 × $1,000 |
| CUSIP/ISIN: | 00846U AG6/US00846UAG67 |
| Ratings: * | Baa3 (stable outlook) by Moody's Investors Service, Inc.<br>BBB- (stable outlook) by Standard & Poor's Ratings Services<br>BBB (positive outlook) by Fitch Ratings |
| Joint Bookrunners: | Banc of America Securities LLC<br>Barclays Capital Inc.<br>Credit Suisse Securities (USA) LLC |
| Senior Co-Managers: | Citigroup Global Markets Inc.<br>Lloyds TSB Bank plc |
| Co-Managers: | BNP Paribas Securities Corp.<br>The Williams Capital Group, L.P.<br>Wells Fargo Securities, LLC |

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* Note: A securities rating is not a recommendation to buy, sell or hold securities and is subject to revision or withdrawal at any time.

**The issuer has filed a registration statement (including a prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC Web site at www.sec.gov. Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by contacting Banc of America Securities LLC toll free at 1-800-294-1322, Barclays Capital Inc. toll free at 888-603-5847 or by email at barclaysprospectus@broadridge.com or Credit Suisse Securities (USA) LLC toll free at 800-221-1037.**