

Agilent Technologies, Inc.
396 Page Mill Road, M/S A3-10
Palo Alto, California 94306

650 752 6339 telephone
650 752 5742 facsimile
marie_huber@agilent.com



Agilent Technologies

MARIE OH HUBER
Vice President, Assistant General Counsel
and Assistant Secretary

1671

COPY VIA FACSIMILE (202) 942-9651
ORIGINAL VIA FEDERAL EXPRESS

September 13, 2002

Jonathan G. Katz, Secretary
Securities and Exchange Commission
450 Fifth Street, N.W.
Washington, D.C. 20549

RECEIVED
OFFICE OF THE SECRETARY
SEP 13 2002

**Re: Agilent Technologies, Inc.
Statements Under Oath of Principal Executive Officer and Principal Financial Officer**

Dear Mr. Katz:

On behalf of Agilent Technologies, Inc. ("Agilent"), enclosed are the following original documents in accordance with the Securities and Exchange Commission order dated June 27, 2002 (File No. 4-460) requiring the filing of sworn statements pursuant to Section 21(a)(1) of the Securities Exchange Act of 1934:

1. Statement Under Oath of Principal Executive Officer and Principal Financial Officer Regarding Facts and Circumstances Relating to Exchange Act Filings executed by Edward W. Barnholt, President and Chief Executive Officer, dated September 13, 2002.
2. Statement Under Oath of Principal Executive Officer and Principal Financial Officer Regarding Facts and Circumstances Relating to Exchange Act Filings executed by Adrian T. Dillon, Executive Vice President and Chief Financial Officer, dated September 13, 2002.

Copies of these statements are filed as Exhibits to a current Report on Form 8-K filed on September 13, 2002.

Please acknowledge receipt of the enclosed by file stamping (a) the enclosed copy of this letter; and (b) each copy of the enclosures attached to this letter and returning them to my attention in the enclosed envelope.

If you have any questions, please contact me at (650) 752-5339.

Sincerely,

Marie Oh Huber
Vice President, Assistant General Counsel
and Assistant Secretary

Enclosures

cc: D. Craig Nordlund

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Statement Under Oath of Principal Executive Officer and Principal Financial Officer Regarding Facts and Circumstances Relating to Exchange Act Filings

I, Edward W. Barnholt, state and attest that:

(1) To the best of my knowledge, based upon a review of the covered reports of Agilent Technologies, Inc., and, except as corrected or supplemented in a subsequent covered report:

- no covered report contained an untrue statement of a material fact as of the end of the period covered by such report (or in the case of a report on Form 8-K or definitive proxy materials, as of the date on which it was filed); and
- no covered report omitted to state a material fact necessary to make the statements in the covered report, in light of the circumstances under which they were made, not misleading as of the end of the period covered by such report (or in the case of a report on Form 8-K or definitive proxy materials, as of the date on which it was filed).

(2) I have reviewed the contents of this statement with the Company's audit committee.

(3) In this statement under oath, each of the following, if filed on or before the date of this statement, is a "covered report":

- the Annual Report on Form 10-K for the fiscal year ended October 31, 2001 of Agilent Technologies, Inc.;
- all reports on Form 10-Q, all reports on Form 8-K and all definitive proxy materials of Agilent Technologies, Inc. filed with the Commission subsequent to the filing of the Form 10-K identified above; and
- any amendments to any of the foregoing.

Edward W. Barnholt

Edward W. Barnholt
President and Chief
Executive Officer

September 13, 2002

Subscribed and sworn to
before me this 13th day of
September 2002.

Susan Matthew Hemstreet
Notary Public

My Commission Expires: May 3, 2003

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