

NOBLE ENERGY INC  
Form 4  
February 02, 2016

# 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 \*  
Robison Andrea Lee

(Last) (First) (Middle)

1001 NOBLE ENERGY WAY

(Street)

HOUSTON, TX 77070

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
NOBLE ENERGY INC [NBL]

3. Date of Earliest Transaction  
(Month/Day/Year)  
01/30/2016

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Sr. VP Human Resources & Admin

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

**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)
				(A) or (D)	Price		
Noble Energy, Inc. Common Stock	01/30/2016		F	436 <sup>(1)</sup> D	\$ 32.37	64,894	D
Noble Energy, Inc. Common Stock	01/31/2016		F	638 <sup>(2)</sup> D	\$ 32.37	64,256	D
Noble Energy,	02/01/2016		D	3,320 <sup>(3)</sup> D	\$ 0	60,936	D

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Inc. Common Stock								
Noble Energy, Inc. Common Stock	02/01/2016	F	892 <sup>(4)</sup>	D	\$ 31.65	60,044	D	
Noble Energy, Inc. Common Stock	02/01/2016	A	4,502 <sup>(5)</sup>	A	\$ 0	64,546	D	
Noble Energy, Inc. Common Stock	02/01/2016	A	9,004 <sup>(6)</sup>	A	\$ 0	73,550	D	
Noble Energy, Inc. Common Stock <sup>(7)</sup>						2,356	I	401(k)

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

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(9-02)

**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 Underlying Security (Instr. 3 and 4)	Am or Num of S	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	
Non-Qualified Stock Option (Right to Buy)	\$ 31.65	02/01/2016		A	28,217	<sup>(8)</sup>	02/01/2026	Noble Energy, Inc. Common	28



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(7) Holdings under the Company's 401(k) Plan are reported in units by the plan administrator. The units represent shares of Company common stock. The number of shares represented by the units is based upon the plan statement as of November 1, 2007 and calculated by dividing the aggregate unit balance under the 401(k) by the closing price of the Company's common stock on that date.

(8) The option is exercisable in three equal annual installments beginning one year after the date of grant.

(9) Each phantom unit is the economic equivalent of one share of Noble Energy, Inc. Common Stock to be settled in cash upon vesting and subject to a maximum settlement value of \$126.60 per unit plus the equivalent value of accrued and unpaid dividends. Phantom units were granted under the 1992 Plan and will vest 100% two years after the date of grant.

(10) Each phantom unit is the economic equivalent of one share of Noble Energy, Inc. Common Stock, to be settled in cash upon vesting and subject to a maximum settlement value of \$126.60 per unit plus the equivalent value of accrued and unpaid dividends. Phantom units were granted under the 1992 Plan and will vest three years after the date of grant upon, and subject to a formula related to, the Company's achievement of certain levels of total shareholder return (TSR) relative to a pre-determined industry peer group.

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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