

Elliott J. Keith
 Form 4
 February 05, 2018

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 *
 Elliott J. Keith

(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)
 02/01/2018

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 Eastern Mediterranean

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 Indirect Ownership (Instr. 4)
			Code	V	Amount or (D) Price		
Noble Energy, Inc. Common Stock	02/01/2018		F		327 ⁽¹⁾ D \$ 30.89	86,083	D
Noble Energy, Inc. Common Stock	02/01/2018		F		1,043 ⁽²⁾ D \$ 30.89	85,040	D
Noble Energy,	02/01/2018		A		17,562 ⁽³⁾ A \$ 0	102,602	D

Inc. Common Stock							
Noble Energy, Inc. Common Stock	02/01/2018	M	5,502	A	(4)	108,104	D
Noble Energy, Inc. Common Stock	02/01/2018	D	<u>5,502</u> (5)	D	\$ 30.89	102,602	D

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 of Underlying Security (Instr. 3 and 4)
				Code V (A) (D)		Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Option Grant (Right to Buy)	\$ 30.89	02/01/2018		A	22,206	(6) 02/01/2028	Noble Energy, Inc. Common Stock 22,206
Phantom Unit	(4)	02/01/2018		M	5,502	02/01/2018 02/01/2018	Noble Energy, Inc. Common Stock 5,502

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

Director 10% Owner Officer Other

Elliott J. Keith
 1001 NOBLE ENERGY WAY
 HOUSTON, TX 77070

Sr. VP Eastern Mediterranean

Signatures

/s/ Aaron G. Carlson,
 Attorney-in-Fact

02/05/2018

**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) Reflects shares relinquished to Noble Energy, Inc. by the reporting person out of, and to cover estimated tax withholding for, restricted shares granted on February 1, 2016, and vesting on February 1, 2018. The stock price reflected in Table I Column 4 was determined based on "fair market value," defined in the 1992 Plan for this transaction as the closing trading price of Noble Energy, Inc. common stock on the NYSE on February 1, 2018.

(2) Reflects shares relinquished to Noble Energy, Inc. by the reporting person out of, and to cover estimated tax withholding for, restricted shares granted on February 1, 2017, and vesting on February 1, 2018. The stock price reflected in Table I Column 4 was determined based on "fair market value," defined in the 1992 Plan for this transaction as the closing trading price of Noble Energy, Inc. common stock on the NYSE on February 1, 2018.

(3) Restricted shares of Noble Energy, Inc. Common Stock subject to vesting 1/3 after year one, 1/3 after year two and the final 1/3 after year three, granted under the 2017 Plan.

(4) 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.

(5) Reflects settlement of phantom units in cash for, the phantom units granted on February 1, 2016, and vesting on February 1, 2018. The stock price reflected in Table I Column 4 was determined based on "fair market value," defined in the 1992 Plan for this transaction as the closing trading price of Noble Energy, Inc. common stock on the NYSE on February 1, 2018.

(6) The option is exercisable in three equal annual installments beginning one year after the date of grant, granted under the 2017 Plan.

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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