

NOBLE ENERGY INC
Form 4
July 14, 2006

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
COX EDWARD F

(Last) (First) (Middle)

100 GLENBOROUGH DRIVE,
SUITE 100

(Street)

HOUSTON, TX 77067

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
07/13/2006

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director
____ Officer (give title below)
____ 10% Owner
____ Other (specify below)

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)
				Code	V Amount or Price			
Noble Energy, Inc., Common Stock	07/13/2006		M	12,000	A \$ 19.8125	41,577	D	Indirect Beneficial Ownership (Instr. 4)
Noble Energy, Inc., Common Stock	07/13/2006		S	2,300	D \$ 46.61	39,277	D	Indirect Beneficial Ownership (Instr. 4)
Noble Energy, Inc., Common Stock	07/13/2006		S	200	D \$ 46.62	39,077	D	Indirect Beneficial Ownership (Instr. 4)

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Inc.,
Common
Stock

Noble
Energy,
Inc.,
Common
Stock

07/13/2006 S 3,400 D \$ 46.65 35,677 D

Noble
Energy,
Inc.,
Common
Stock

07/13/2006 S 800 D \$ 46.66 34,877 D

Noble
Energy,
Inc.,
Common
Stock

07/13/2006 S 300 D \$ 46.67 34,577 D

Noble
Energy,
Inc.,
Common
Stock

07/13/2006 S 2,500 D \$ 46.7 32,077 D

Noble
Energy,
Inc.,
Common
Stock

07/13/2006 S 2,500 D \$ 46.75 29,577 D

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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	Am or Nu

Non-Employee Director Stock Option Grant (right to buy)	\$ 19.8125	07/13/2006	M	12,000	07/01/1998	07/01/2007	Noble Energy, Inc., Common Stock
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
COX EDWARD F 100 GLENBOROUGH DRIVE, SUITE 100 HOUSTON, TX 77067				

Signatures

Edward F. Cox 07/14/2006
 __Signature of Reporting Date
 Person

Arnold J.
Johnson, POA 07/14/2006
 __Signature of Reporting Date
 Person

Chris Tong, POA 07/14/2006
 __Signature of Reporting Date
 Person

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).

Remarks:

Column 5. of Table I includes 1,577 restricted shares of Noble Energy, Inc. Common Stock.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.