

Brown Ted D
Form 4
November 05, 2010

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 *
Brown Ted D

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
100 GLENBOROUGH DRIVE,
SUITE 100

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
11/03/2010

____ Director ____ 10% Owner
____ Officer (give title below) ____ Other (specify below)
Sr. VP Northern Region

HOUSTON, TX 77067

(City) (State) (Zip)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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	11/03/2010		M	5,000	A \$ 38.34	65,029	D
Noble Energy, Inc. Common Stock	11/03/2010		S	2,900	D \$ 83.22	62,129	D
Noble Energy,	11/03/2010		S	200	D \$ 83.22	61,929	D

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Inc. Common Stock								
Noble Energy, Inc. Common Stock	11/03/2010	S	100	D	\$ 83.22	61,829	D	
Noble Energy, Inc. Common Stock	11/03/2010	S	1,100	D	\$ 83.23	60,729	D	
Noble Energy, Inc. Common Stock	11/03/2010	S	700	D	\$ 83.24	60,029	D	
Noble Energy, Inc. Common Stock	11/04/2010	M	5,000	A	\$ 38.34	65,029	D	
Noble Energy, Inc. Common Stock	11/04/2010	S	5,000	D	\$ 85.02	60,029	D	

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

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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 Securities (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)	\$ 38.34	11/03/2010	M	5,000	06/16/2007	06/16/2016	Noble Energy, Inc. Common Stock	5,000
Employee Stock Option Grant (right to buy)	\$ 38.34	11/04/2010	M	5,000	06/16/2007	06/16/2016	Noble Energy, Inc. Common Stock	5,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Brown Ted D 100 GLENBOROUGH DRIVE, SUITE 100 HOUSTON, TX 77067			Sr. VP Northern Region	

Signatures

Arnold J. Johnson, 11/05/2010
Attorney-in-Fact

__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).

Remarks:

Column 5 of Table 1 includes 28,438 restricted shares of Noble Energy, Inc. Common Stock directly held by the reporting person.
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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