

NOBLE ENERGY INC
Form 4
February 04, 2014

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

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)
1001 NOBLE ENERGY WAY
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
01/31/2014

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

HOUSTON, TX 77070

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

(City) (State) (Zip)

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					28,334 ⁽¹⁾	I	Held by spouse
Noble Energy, Inc. Common Stock	01/31/2014		A	1,604 ⁽²⁾	A \$ 62.33	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)
Non-Employee Director Stock Option Grant (right to buy)	\$ 62.33	01/31/2014		A	4,011	01/31/2015 01/31/2024	Noble Energy, Inc. Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
COX EDWARD F 1001 NOBLE ENERGY WAY HOUSTON, TX 77070				

Signatures

Aaron G. Carlson,
Attorney-in-Fact

02/04/2014

__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) This amount includes an additional 3,000 shares of Noble Energy, Inc. Common Stock transferred by the reporting person to his spouse during 2013. Also included are an additional 1,334 shares held by the reporting person's spouse that were inadvertently omitted from previous filings reporting shares held by spouse.

(2) Restricted shares of Noble Energy, Inc. Common Stock subject to a one-year restriction, granted under the 2005 Stock Plan for Non-Employee Directors.

Remarks:

Column 5 of Table I includes 1,604 restricted shares of Noble Energy, Inc. Common Stock directly held by the reporting person.

Reported transactions represent annual grants under the 2005 Stock Plan for Non-Employee Directors of Noble Energy, Inc.

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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