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NOBLE CORP
Form 8-A12B
April 26, 2002

As filed with the Securities and Exchange Commission on April 26, 2002

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR (g) OF THE
SECURITIES EXCHANGE ACT OF 1934

NOBLE CORPORATION
(Exact name of registrant as specified in its charter)

CAYMAN ISLANDS 98-0366361
(State of incorporation or organization) (IRS Employer Identification No.)

13135 SOUTH DAIRY ASHFORD, SUITE 800
SUGAR LAND, TEXAS 77478
(Address of principal executive offices) (Zip Code)

If this Form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), please check the following box. ☒ [X]

If this Form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), please check the following box. ☐ []

Securities to be registered pursuant to Section 12(b) of the Act:

Title of Each Class to be so Registered	Name of Each Which Each C Reg
ORDINARY SHARES, PAR VALUE \$0.10 PER SHARE	NEW YORK ST
PREFERRED SHARE PURCHASE RIGHTS TO PURCHASE SERIES A JUNIOR PARTICIPATING PREFERRED SHARES, PAR VALUE \$1.00 PER SHARE	NEW YORK ST

Securities to be registered pursuant to Section 12(g) of the Act: NONE

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ITEM 1. Description of Registrant's Securities to be Registered.

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The information for the Ordinary Shares and the Preferred Share Purchase Rights under the caption "Description of Authorized Shares of Noble-Cayman" set forth in the Registration Statement on Form S-4 (Registration No. 333-84278) of Noble Corporation (the "Company") filed with the Securities and Exchange Commission on March 13, 2002 is incorporated herein by reference.

ITEM 2. Exhibits.

Exhibit No.	Description of Exhibit
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1	Memorandum of Association of the Company (incorporated by reference to Exhibit 3.3 of the Company's Registration Statement on Form S-4, Registration No. 333-84278)
2	Articles of Association of the Company (incorporated by reference to Exhibit 3.4 of the Company's Registration Statement on Form S-4, Registration No. 333-84278)
3	Specimen Ordinary Share Certificate, par value US\$0.10 per share, of the Company (incorporated by reference to Exhibit 3.5 of the Company's Registration Statement on Form S-4, Registration No. 333-84278)
4	Terms of Series A Junior Participating Preferred Shares of the Company (incorporated by reference to Exhibit 4.1 of the Company's Registration Statement on Form S-4, Registration No. 333-84278)
5	Rights Agreement between the Company and UMB Bank, N.A., as Rights Agent, which includes the Form of Right Certificate as Exhibit B thereto (incorporated by reference to Exhibit 4.1 of the Company's Registration Statement on Form S-4, Registration No. 333-84278)

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SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized.

NOBLE CORPORATION

Date: April 25, 2002

By: /s/ ROBERT D. CAMPBELL

Robert D. Campbell
President

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