

NOBLE ENERGY INC

Form 4

February 02, 2016

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Willingham Gary W.

(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)
01/30/2016

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Exec. VP Operations

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 Indirect Beneficial Ownership (Instr. 4)
Noble Energy, Inc. Common Stock	01/30/2016		F	860 ⁽¹⁾ D	\$ 32.37 79,504	D	
Noble Energy, Inc. Common Stock	01/31/2016		F	769 ⁽²⁾ D	\$ 32.37 78,735	D	
Noble Energy,	02/01/2016		D	3,778 ⁽³⁾ D	\$ 0 74,957	D	

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Inc.
Common
Stock

Noble
Energy,
Inc.
Common
Stock

02/01/2016

F

1,034
(4)

D

\$
31.65

73,923

D

Noble
Energy,
Inc.
Common
Stock

02/01/2016

A

11,005
(5)

A

\$ 0

84,928

D

Noble
Energy,
Inc.
Common
Stock

02/01/2016

A

22,011
(6)

A

\$ 0

106,939

D

Noble
Energy,
Inc.
Common
Stock

11

I

401(k)

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 Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-Qualified Stock Option (Right to Buy)	\$ 31.65	02/01/2016		A		68,976		<u>(7)</u>	02/01/2026	Noble Energy, Inc. Common	68,976

Phantom Unit	(8)	02/01/2016	A	11,005	02/01/2018	02/01/2018	Stock Noble Energy, Inc. Common Stock	11
Phantom Unit	(9)	02/01/2016	A	22,011	02/01/2019	02/01/2019	Stock Noble Energy, Inc. Common Stock	22

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Willingham Gary W. 1001 NOBLE ENERGY WAY HOUSTON, TX 77070			Exec. VP Operations	

Signatures

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

02/02/2016

__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 January 30, 2015, and vesting on January 30, 2016. The stock price reflected in Table I Column 4 was determined based on "fair market value," defined in the 1992 Stock Option and Restricted Stock Plan, as amended and restated (1992 Plan) for this transaction as the closing trading price of Noble Energy, Inc. common stock on the NYSE on January 29, 2016.

(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 January 31, 2014, and vesting on January 31, 2016. 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 January 29, 2016.

(3) Reflects unvested shares of performance restricted stock granted on February 1, 2013 forfeited to Noble Energy, Inc. on February 1, 2016.

(4) 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, 2013, and vesting on February 1, 2016. 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, 2016.

(5) Restricted shares of Noble Energy, Inc. Common Stock will vest 80% one year after the date of grant and the remaining 20% two years after the date of grant, granted under the 1992 Plan.

(6) Performance restricted stock will vest three years after the date of grant upon, and subject to a formula related to, the Company's achievement of certain levels of total shareholder return (TSR) relative to a pre-determined industry peer group, granted under the 1992 Plan.

(7) The option is exercisable in three equal annual installments beginning one year after the date of grant.

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- (8) 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.

- (9) 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 three years after the date of grant upon, and subject to a formula related to, the Company's achievement of certain levels of total shareholder return (TSR) relative to a pre-determined industry peer group.

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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