

DAY JAMES C
Form 4/A
April 01, 2005

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 *
DAY JAMES C

(Last) (First) (Middle)

13135 SOUTH DAIRY
ASHFORD, SUITE 800

(Street)

SUGAR LAND, TX 77478

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
NOBLE CORP [NE]

3. Date of Earliest Transaction
(Month/Day/Year)
03/28/2005

4. If Amendment, Date Original
Filed(Month/Day/Year)
03/30/2005

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Chairman of the Board & CEO

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 Indirect Beneficial Ownership (Instr. 4)
Ordinary Shares	03/28/2005		M	87,500 A	\$ 25.937 87,500	D	
Ordinary Shares	03/28/2005		S	87,500 D	\$ 54.6941 0	D	
Ordinary Shares					334,504.9345 (1)	D	
Ordinary Shares					7,830.865 (2)	I	By Trust

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 of Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares
Employee Stock Option - Right to Buy	\$ 25.937	03/28/2005		M	87,500	<u>(3)</u> 07/24/2007	Ordinary Shares	87,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DAY JAMES C 13135 SOUTH DAIRY ASHFORD SUITE 800 SUGAR LAND, TX 77478	X		Chairman of the Board & CEO	

Signatures

/s/ James C. Day 03/28/2005

__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) Includes 23,883.0745 shares related to phantom stock units allocated to the Reporting Person under the Noble Drilling Corporation 401(k) Savings Restoration Plan and 297.86 to be awarded to the Reporting Person on the last business day of March 2005 by this issuer in lieu of a portion of the Reporting Person's cash salary at the election of the Reporting Person, which units are payable to the Reporting Person solely in Ordinary Shares upon any distribution of such units from such plan.
- (2) Shares are held in the Noble Drilling Corporation 401(k) Savings Plan Trust.
- (3) Represents option to purchase 87,500 shares with a vesting schedule of 29,166 shares on 07/24/98; 29,167 shares on 07/24/99 and 29,167 shares on 07/24/00.

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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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