

NOBLE ENERGY INC
Form 4
May 18, 2005

FORM 4

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

OMB APPROVAL

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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 *
BERENSON JEFFREY L

(Last) (First) (Middle)

100 GLENBOROUGH DRIVE,
SUITE 100

(Street)

HOUSTON, TX 77067

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
05/16/2005

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Noble Energy, Inc., Restricted Stock Award	05/16/2005		A		2,400	A	\$ 0 2,400
Noble Energy, Inc., Common Stock	05/16/2005		A		0 ⁽⁴⁾	A	\$ 0 0

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 Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-Employee Director Stock Option Grant (right to buy)	\$ 21.28	05/16/2005		A	9,397	05/16/2005 12/09/2007		Noble Energy, Inc., Common Stock	9,397
Non-Employee Director Stock Option Grant (right to buy)	\$ 66.87	05/16/2005		A	5,600	05/16/2006 05/16/2015		Noble Energy, Inc., Common Stock	5,600
Non-Employee Director Stock Option Grant (right to buy)	\$ 25.59	05/16/2005		A	9,397	05/16/2005 05/22/2008		Noble Energy, Inc., Common Stock	9,397
Non-Employee Director Stock Option Grant (right to buy)	\$ 44.58	05/16/2005		A	4,510	05/16/2005 06/14/2009		Noble Energy, Inc., Common Stock	4,510

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

BERENSON JEFFREY L
100 GLENBOROUGH DRIVE, SUITE 100

HOUSTON, TX 77067

Signatures

Jeffrey L.
Berenson 05/18/2005

__Signature of Reporting Person Date

Arnold J.
Johnson, POA 05/18/2005

__Signature of Reporting Person Date

Chris Tong, POA 05/18/2005

__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) Received in the merger in exchange for an option to acquire 15626 shares of Patina common stock at an exercise price of \$12.80 per share.
 - (2) Received in the merger in exchange for an option to acquire 15626 shares of Patina common stock at an exercise price of \$15.39 per share.
 - (3) Received in the merger in exchange for an option to acquire 7500 shares of Patina common stock at an exercise price of \$26.81 per share.
Mr. Berenson has the right to receive shares of common stock of Noble Energy, Inc., in exchange for shares of common stock of Patina Oil & Gas Corporation as of the effective date of the merger of Noble Energy, Inc. and Patina Oil & Gas Corporation. The number of
 - (4) shares of common stock to be received by Mr. Berenson is subject to a conversion computation which has not been completed as of the date of this filing. Mr. Berenson will report the number of shares (direct and indirect) of common stock received pursuant to the conversion computation on an amendment to this filing.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.