

EDELMAN THOMAS J
Form 4
December 22, 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 *
EDELMAN THOMAS J

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)
100 GLENBOROUGH DRIVE,
SUITE 100

3. Date of Earliest Transaction
(Month/Day/Year)
12/21/2005

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

(Street)

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

HOUSTON, TX 77067

(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) |
|----------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Noble Energy, Inc., Common Stock | 12/21/2005 | | M | | 50,000 | A | \$ 6.02 |
| | | | | | 1,311,200 | | |
| Noble Energy, Inc., Common Stock | 12/21/2005 | | S | | 5,000 | D | \$ 42.31 |
| | | | | | 1,306,200 | | |
| Noble Energy, Inc., Common Stock | 12/21/2005 | | S | | 5,000 | D | \$ 42.35 |
| | | | | | 1,301,200 | | |

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| | | | | | | | |
|--|------------|---|-------|---|-------------|-----------|---|
| Inc., Common Stock | | | | | | | |
| Noble Energy, Inc., Common Stock | 12/21/2005 | S | 800 | D | \$ 42.37 | 1,300,400 | D |
| Noble Energy, Inc., Common Stock | 12/21/2005 | S | 5,000 | D | \$ 42.4 | 1,295,400 | D |
| Noble Energy, Inc., Common Stock | 12/21/2005 | S | 1,800 | D | \$ 42.41 | 1,293,600 | D |
| Noble Energy, Inc., Common Stock | 12/21/2005 | S | 3,500 | D | \$ 42.44 | 1,290,100 | D |
| Noble Energy, Inc., Common Stock | 12/21/2005 | S | 7,200 | D | \$ 42.45 | 1,282,900 | D |
| Noble Energy, Inc., Common Stock | 12/21/2005 | S | 2,000 | D | \$ 42.47 | 1,280,900 | D |
| Noble Energy, Inc., Common Stock | 12/21/2005 | S | 7,100 | D | \$ 42.5 | 1,273,800 | D |
| Noble Energy, Inc., Common Stock | 12/21/2005 | S | 1,100 | D | \$ 42.52 | 1,272,700 | D |
| Noble Energy, Inc., | 12/21/2005 | S | 2,900 | D | \$ 42.53 | 1,269,800 | D |

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| | | | | | | | |
|----------------------------------|------------|---|-------|---|----------|-----------|---|
| Common Stock | | | | | | | |
| Noble Energy, Inc., Common Stock | 12/21/2005 | S | 300 | D | \$ 42.56 | 1,269,500 | D |
| Noble Energy, Inc., Common Stock | 12/21/2005 | S | 500 | D | \$ 42.57 | 1,269,000 | D |
| Noble Energy, Inc., Common Stock | 12/21/2005 | S | 5,000 | D | \$ 42.58 | 1,264,000 | D |
| Noble Energy, Inc., Common Stock | 12/21/2005 | S | 2,300 | D | \$ 42.6 | 1,261,700 | D |
| Noble Energy, Inc., Common Stock | 12/21/2005 | S | 500 | D | \$ 42.62 | 1,261,200 | 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.

SEC 1474
(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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------|----------------------------|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | Code V | (A) (D) | | | | |

| | | | | | | | | |
|---|---------|------------|---|--------|------------|------------|--|--------|
| Employee Stock Option Grant (right to buy) | \$ 6.02 | 12/21/2005 | M | 50,000 | 05/16/2005 | 02/21/2006 | Noble Energy, Inc., Common Stock | 50,000 |
|---|---------|------------|---|--------|------------|------------|--|--------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| EDELMAN THOMAS J 100 GLENBOROUGH DRIVE, SUITE 100 HOUSTON, TX 77067 | | | | |

Signatures

| | |
|------------------------------------|------------|
| Thomas J. Edelman | 12/22/2005 |
| **Signature of Reporting Person | Date |

| | |
|------------------------------------|------------|
| Arnold J. Johnson, POA | 12/22/2005 |
| **Signature of Reporting Person | Date |

| | |
|------------------------------------|------------|
| Chris Tong, POA | 12/22/2005 |
| **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).

Remarks:

Column 5. of Table I includes 4,800 restricted shares of Noble Energy, Inc. Common Stock

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.