

NOBLE ENERGY INC
Form 4
May 22, 2008

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Cook Rodney D.

(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)
05/21/2008

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

Sr. VP International

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)
			Code	V	Amount	(D)	Price
Noble Energy, Inc. Common Stock	05/21/2008		M		6,000	A	\$ 21.61 32,801
Noble Energy, Inc. Common Stock	05/21/2008		M		4,000	A	\$ 22.23 36,801
Noble Energy,	05/21/2008		S		400	D	\$ 36,401 103.63

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Inc. Common Stock								
Noble Energy, Inc. Common Stock	05/21/2008	S	900	D	\$ 103.55	35,501	D	
Noble Energy, Inc. Common Stock	05/21/2008	S	1,400	D	\$ 103.46	34,101	D	
Noble Energy, Inc. Common Stock	05/21/2008	S	700	D	\$ 103.44	33,401	D	
Noble Energy, Inc. Common Stock	05/21/2008	S	2,300	D	\$ 103.16	31,101	D	
Noble Energy, Inc. Common Stock	05/21/2008	S	802	D	\$ 103.15	30,299	D	
Noble Energy, Inc. Common Stock	05/21/2008	S	1,000	D	\$ 103.13	29,299	D	
Noble Energy, Inc. Common Stock	05/21/2008	S	500	D	\$ 103.09	28,799	D	
Noble Energy, Inc. Common Stock	05/21/2008	S	1,898	D	\$ 103.05	26,901	D	
Noble Energy, Inc.	05/21/2008	S	100	D	\$ 103.04	26,801	D	

Common
Stock

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Option Grant (right to buy)	\$ 21.61	05/21/2008		M	6,000	01/29/2002 01/29/2011	Noble Energy, Inc. Common Stock 6,000
Employee Stock Option Grant (right to buy)	\$ 22.23	05/21/2008		M	4,000	02/01/2005 02/01/2014	Noble Energy, Inc. Common Stock 4,432

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Cook Rodney D.
100 GLENBOROUGH DRIVE, SUITE 100
HOUSTON, TX 77067

Sr. VP
International

Signatures

Arnold J. Johnson,
Attorney-in-Fact

05/22/2008

__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 1 includes 25,024 restricted shares of Noble Energy, Inc. Common Stock directly held by the reporting person.

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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