

Cook Rodney D.  
Form 4  
April 11, 2011

**FORM 4**

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

OMB APPROVAL

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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.

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  
  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
04/08/2011

\_\_\_\_ Director  
\_\_\_\_ Officer (give title below)  
\_\_\_\_ 10% Owner  
\_\_\_\_ Other (specify below)  
Sr. VP International

HOUSTON, TX 77067

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(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)	(A) or (D)	5. Amount or Price	6. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4)
Noble Energy, Inc. Common Stock	04/08/2011		M	432	A	\$ 22.23	50,761	D
Noble Energy, Inc. Common Stock	04/08/2011		M	4,224	A	\$ 29.87	54,985	D
Noble Energy,	04/08/2011		M	12,500	A	\$ 38.34	67,485	D

Inc.  
Common  
Stock

Noble  
Energy,  
Inc.  
Common  
Stock

04/08/2011

S

8,103  
(1)

D

\$  
96.74

59,382

D

Noble  
Energy,  
Inc.  
Common  
Stock

04/08/2011

S

9,053  
(2)

D

\$  
97.26

50,329

D

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Option Grant (right to buy)	\$ 22.23	04/08/2011		M	432	02/01/2005 02/01/2014	Noble Energy, Inc. Common Stock 432
Employee Stock Option Grant (right to buy)	\$ 29.87	04/08/2011		M	4,224	02/01/2006 02/01/2015	Noble Energy, Inc. Common Stock 4,224
Employee Stock	\$ 38.34	04/08/2011		M	12,500	06/16/2007 06/16/2016	Noble Energy, 12,500

Option  
Grant  
(right to  
buy)

Inc.  
Common  
Stock

## 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

04/11/2011

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) The sale price reported in Column 4 of Table 1 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$96.28 to \$96.99, inclusive. The reporting person undertakes to provide to Noble Energy, Inc., any shareholder of Noble Energy, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within such range.
  - (2) The sale price reported in Column 4 of Table 1 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$97 to \$97.51, inclusive. The reporting person undertakes to provide to Noble Energy, Inc., any shareholder of Noble Energy, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within such range.

### Remarks:

Column 5 of Table 1 includes 24,076 restricted shares of Noble Energy, Inc. Common Stock directly held by the reporting person.

Transactions pursuant to a Rule 10b5-1 trading plan.

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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