Edgar Filing: Robison Andrea Lee - Form 4

Robison An Form 4	drea Lee									
February 05	, 2013									
FORM			GECUI		ND EV	СПА	NCEC	OMMISSION		PROVAL
	UNITED	SIAIES		shington,			INGE C	OMMISSION	OMB Number:	3235-0287
Check this box if no longer subject to STATEMENT OF			CHANGES IN BENEFICIAL OWNERSHIP O						Expires: Estimated a	January 31, 2005 verage
Section Form 4 of Form 5 obligation may com See Instr 1(b).	Filed purs Section 17(a	a) of the H	Public U		e Securi ding Cor	npan	y Act of	e Act of 1934, 1935 or Section 0	burden hour response	
(Print or Type	Responses)									
1. Name and A Robison Ar	Address of Reporting I ndrea Lee	Person <u>*</u>	Symbol	r Name and E ENERG			-	5. Relationship of I Issuer	Reporting Pers	on(s) to
(Last)	(First) (N	/liddle)		f Earliest Tr		1,02	.T.	(Check	all applicable)
100 GLEN SUITE 100	BOROUGH DRIV	νE,	(Month/I 02/01/2	Day/Year) 2013				Director Officer (give t below) VP Hu		Owner r (specify s
	(Street)			endment, Da nth/Day/Year	-	ıl		6. Individual or Joi Applicable Line) _X_ Form filed by O Form filed by M	ne Reporting Per	rson
	I, TX 77067							Person		8
(City)	(State)	(Zip)	Tab	le I - Non-D	Derivative	Secu	rities Acqu	uired, Disposed of,	or Beneficial	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deem Execution any (Month/D	Date, if		(Instr. 3,	(A) or	d of (D) 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)
Noble Energy, Inc. Common Stock				Code V	Amount	(D)	Price	1,043	I	401(k)
Noble Energy, Inc. Common Stock	02/01/2013			A	1,660 (2)	A	\$ 109.19	22,279	D	
Noble Energy,	02/01/2013			А	3,320 (3)	А	\$ 109.19	25,599	D	

Inc. Common Stock						
Noble Energy, Inc. Common Stock	02/01/2013	F	467 <u>(4)</u> D	\$ 108.63	25,132	D
Noble Energy, Inc. Common Stock	02/01/2013	F	326 <u>(5)</u> D	\$ 108.63	24,806	D
Noble Energy, Inc. Common Stock	02/01/2013	F	249 <u>(6)</u> D	\$ 109.19	24,557	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.

 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. Transactic Code (Instr. 8)	5. Number on f 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)	\$ 109.19	02/01/2013		А	8,535 (1)	02/01/2014	02/01/2023	Noble Energy, Inc. Common Stock	0

Reporting Owners

Reporting Owner Name / Addres	s	Relationships						
	Director	10% Owner	Officer	Other				
Robison Andrea Lee 100 GLENBOROUGH DRIVE, SUIT HOUSTON, TX 77067	Е 100		VP Human Resources					
Signatures								
Arnold J. Johnson, Attorney-in-Fact	02/05/2013							
**Signature of Reporting Person	Date							
Explanation of Respo	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) Options vest 1/3 each year for three years.
- (2) Restricted shares of Noble Energy, Inc. Common Stock subject to vesting 40% after year one and the final 60% after year two, granted under the 1992 Stock Option and Restricted Stock Plan.
- (3) Performance restricted stock will vest three years after the date of grant upon, and subject to a formula related to, the Company's achievement of certain levels of total shareholder return (TSR) relative to a pre-determined industry peer group.

This reported transaction reflects shares relinquished to Noble Energy, Inc. by the reporting person out of, and to cover estimated tax

(4) witholding for, restricted shares granted on February 1, 2010, and vesting on February 1, 2013. The stock price reflected in Table I Column 4 was determined based on "fair market value," defined in the Noble Energy, Inc. 1992 Stock Option and Restricted Stock Plan as the average of the reported high and low trading price of Noble Energy, Inc. common stock on the NYSE on February 1, 2013.

This reported transaction reflects shares relinquished to Noble Energy, Inc. by the reporting person out of, and to cover estimated tax witholding for, restricted shares granted on February 1, 2011, and vesting on February 1, 2013. The stock price reflected in Table I

(5) Witholding for, restricted shares granted on February 1, 2017, and vesting on February 1, 2013. The stock pilet reflected in Fabre 1
 Column 4 was determined based on "fair market value," defined in the Noble Energy, Inc. 1992 Stock Option and Restricted Stock Plan as the average of the reported high and low trading price of Noble Energy, Inc. common stock on the NYSE on February 1, 2013.

This reported transaction reflects shares relinquished to Noble Energy, Inc. by the reporting person out of, and to cover estimated tax witholding for, restricted shares granted on February 1, 2012, and vesting on February 1, 2013. The stock price reflected in Table I

(6) Column 4 was determined based on "fair market value," defined in the Noble Energy, Inc. 1992 Stock Option and Restricted Stock Plan, as amended and restated effective April 26, 2011, for this transaction as the closing trading price of Noble Energy, Inc. common stock on the NYSE on February 1, 2013.

Remarks:

Column 5 of Table I includes 10,040 restricted shares of Noble Energy, Inc. Common Stock directly held by the reporting personal statement of the statement of

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.