

BERENSON JEFFREY L
Form 4/A
November 23, 2005

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 *
BERENSON JEFFREY L

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)
11/22/2005

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

(Street)
HOUSTON, TX 77067

4. If Amendment, Date Original Filed(Month/Day/Year)
11/23/2005

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) | 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) |
|----------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Noble Energy, Inc., Common Stock | | | | (A) or (D) | 17,624 ⁽¹⁾ | D | |

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 |
| Non-Employee Director Stock Option Grant (right to buy) | \$ 10.64 | | | | | 05/16/2005 | 12/09/2007 | Noble Energy, Inc., Common Stock | 18,794 ⁽²⁾ |
| Non-Employee Director Stock Option Grant (right to buy) | \$ 22.29 | | | | | 05/16/2005 | 06/14/2009 | Noble Energy, Inc., Common Stock | 9,020 ⁽³⁾ |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| BERENSON JEFFREY L 100 GLENBOROUGH DRIVE, SUITE 100 HOUSTON, TX 77067 | X | | | |

Signatures

Jeffrey L.
Berenson 11/23/2005

__Signature of Reporting Person Date

Arnold J.
Johnson, POA 11/23/2005

__Signature of Reporting Person Date

Chris Tong, POA
11/23/2005
Date

__Signature of Reporting
Person

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).
 - On November 23, 2005, a Form 4 was filed erroneously, reporting the acquisition and sale of 27,814 shares of Noble Energy, Inc. Common Stock that did not in fact occur. As of November 22, 2005, Mr. Berenson owned a total of 17,624 shares of Noble Energy, Inc. Common Stock, of which 4,800 shares are restricted.
 - (1)
 - On November 23, 2005, a Form 4 was filed erroneously, reporting the exercise of a Noble Energy, Inc. Non-Employee Director Stock Option Grant (right to buy) for 18,794 shares of Noble Energy, Inc. Common Stock that did not in fact occur. As of November 22, 2005, Mr. Berenson owned a Noble Energy, Inc. Non-Employee Director Stock Option Grant (right to buy), exercisable for 18,794 shares of Noble Energy, Inc. Common Stock at an exercise price of \$10.64 per share.
 - (2)
 - On November 23, 2005, a Form 4 was filed erroneously, reporting the exercise of a Noble Energy, Inc. Non-Employee Director Stock Option Grant (right to buy) for 9,020 shares of Noble Energy, Inc. Common Stock that did not in fact occur. As of November 22, 2005, Mr. Berenson owned a Noble Energy, Inc. Non-Employee Director Stock Option Grant (right to buy), exercisable for 9,020 shares of Noble Energy, Inc. Common Stock at an exercise price of \$22.29 per share.
 - (3)

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.