

NOBLE ENERGY INC  
Form S-8  
September 14, 2004

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As filed with the Securities and Exchange Commission on September 14, 2004

Registration No. 333-

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

**FORM S-8**

**REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933**

**NOBLE ENERGY, INC.**  
(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation or organization)

**73-0785597**  
(I.R.S. Employer  
Identification No.)

**100 Glenborough, Suite 100  
Houston, Texas**  
(Address of Principal Executive Offices)

**77067**  
(Zip Code)

**1988 NONQUALIFIED STOCK OPTION PLAN FOR  
NONEMPLOYEE DIRECTORS OF NOBLE ENERGY, INC.**  
(Full title of the plan)

**James L. McElvany**  
Chief Financial Officer  
Noble Energy, Inc.  
100 Glenborough, Suite 100  
Houston, Texas 77067  
(Name and address of agent for service)

*Copy to:*  
**Joe Dannenmaier  
Christi Hollingsworth**  
Thompson & Knight LLP  
1700 Pacific Avenue,  
Suite 3300  
Dallas, Texas 75201  
(214) 969-1700

**(281) 872-3100**  
(Telephone number, including  
area code, of agent for service)

**CALCULATION OF REGISTRATION FEE**

<b>Title of securities to</b>	<b>Amount to be</b>	<b>Proposed maximum offering price</b>	<b>Proposed maximum aggregate</b>	<b>Amount of</b>
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<b>be registered</b>	<b>registered(1)</b>	<b>per share(2)</b>	<b>offering price(2)</b>	<b>registration fee</b>
Common Stock, \$3.33 1/3 par value per share	500,000 shares(2)	\$53.70	\$26,850,000	\$3,401.90

(1) Pursuant to Rule 416 under the Securities Act, shares issuable upon any stock split, stock dividend or similar transaction with respect to these shares are also being registered hereunder.

(2) Estimated solely for the purpose of determining the registration fee pursuant to Rules 457(c) and 457(h) under the Securities Act of 1933, as amended (the Securities Act ), on the basis of the average of the high and low sales prices of the Common Stock reported on the New York Stock Exchange on September 3, 2004.

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1988 Nonqualified Stock Option Plan

Opinion of Thompson & Knight LLP

Consent of KPMG LLP

Consent of Ernst & Young LLP

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PART I

INCORPORATION OF CONTENTS OF PRIOR  
REGISTRATION STATEMENTS

The contents of Registration Statement No. 33-32692 relating to the 1988 Nonqualified Stock Option Plan for Nonemployee Directors of Noble Energy, Inc. (the Plan ) filed by the Registrant with the Securities and Exchange Commission (the Commission ) on December 22, 1989 (the Prior Registration Statement ), including all exhibits thereto, are incorporated herein by reference pursuant to General Instruction E to Form S-8. The purpose of this Registration Statement is to register 500,000 additional shares of Common Stock of the Registrant for offer and sale pursuant to the Plan.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits

In addition to the exhibits incorporated herein by reference to the exhibits filed with or incorporated by reference into the Prior Registration Statement, the following documents are filed as exhibits to this Registration Statement:

- 4.1 1988 Nonqualified Stock Option Plan for Nonemployee Directors of Noble Energy, Inc., as amended, dated April 27, 2004
- 5.1 Opinion of Thompson & Knight LLP, regarding 500,000 shares of Common Stock
- 23.1 Consent of KPMG LLP
- 23.2 Consent of Ernst & Young LLP
- 23.3 Consent of counsel (included in the opinion of Thompson & Knight LLP, filed herewith as Exhibit 5.1)
- 24.1 Power of Attorney (included on the signature page of this Registration Statement)

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## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Houston, State of Texas, on September 14, 2004.

NOBLE ENERGY, INC.

By: /s/ Charles D. Davidson  
Charles D. Davidson  
President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated. The undersigned persons hereby constitute and appoint Charles D. Davidson and James L. McElvany, or either of them, as their true and lawful attorneys-in-fact with full power to execute in their names and on their behalf, in the capacities indicated below, any and all amendments to this Registration Statement and the Prior Registration Statement filed with the Securities and Exchange Commission and hereby ratify and confirm all that such attorneys-in-fact shall lawfully do or cause to be done by virtue hereof.

<b>Signature</b>	<b>Capacity in Which Signed</b>	<b>Date</b>
<u>/s/ Charles D. Davidson</u> Charles D. Davidson	President, Chief Executive Officer and Chairman of the Board (principal executive officer)	September 14, 2004
<u>/s/ James L. McElvany</u> James L. McElvany	Chief Financial Officer, Senior Vice President and Treasurer (principal financial and accounting officer)	September 14, 2004
<u>/s/ Michael A. Cawley</u> Michael A. Cawley	Director	September 14, 2004
<u>/s/ Edward F. Cox</u> Edward F. Cox	Director	September 14, 2004
<u>/s/ Kirby L. Hedrick</u> Kirby L. Hedrick	Director	September 14, 2004
<u>/s/ Dale P. Jones</u> Dale P. Jones	Director	September 14, 2004
<u>/s/ Bruce A. Smith</u> Bruce A. Smith	Director	September 14, 2004



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