

POILLION WILLIAM A JR
Form 4
February 02, 2006

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 *
POILLION WILLIAM A JR

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)
01/31/2006

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

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)	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					0 ⁽¹⁾	I	401(k)
Noble Energy, Inc., Common Stock	01/31/2006		M		20,000	A	\$ 17.6825
Noble Energy, Inc., Common Stock	01/31/2006		M		5,508	A	\$ 22.2325
Noble Energy, Inc., Common Stock	01/31/2006		M		51,263	D	\$ 56,771

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Inc., Common Stock							
Noble Energy, Inc., Common Stock	01/31/2006	S	100	D	\$ 46.12	56,671	D
Noble Energy, Inc., Common Stock	01/31/2006	S	600	D	\$ 46.13	56,071	D
Noble Energy, Inc., Common Stock	01/31/2006	S	700	D	\$ 46.14	55,371	D
Noble Energy, Inc., Common Stock	01/31/2006	S	2,100	D	\$ 46.15	53,271	D
Noble Energy, Inc., Common Stock	01/31/2006	S	500	D	\$ 46.16	52,771	D
Noble Energy, Inc., Common Stock	01/31/2006	S	300	D	\$ 46.17	52,471	D
Noble Energy, Inc., Common Stock	01/31/2006	S	400	D	\$ 46.18	52,071	D
Noble Energy, Inc., Common Stock	01/31/2006	S	7,300	D	\$ 46.2	44,771	D
Noble Energy, Inc.,	01/31/2006	S	500	D	\$ 46.21	44,271	D

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Common Stock							
Noble Energy, Inc., Common Stock	01/31/2006	S	100	D	\$ 46.23	44,171	D
Noble Energy, Inc., Common Stock	01/31/2006	S	1,500	D	\$ 46.24	42,671	D
Noble Energy, Inc., Common Stock	01/31/2006	S	5,900	D	\$ 46.25	36,771	D
Noble Energy, Inc., Common Stock	01/31/2006	S	5,900	D	\$ 46.25	30,871	D
Noble Energy, Inc., Common Stock	01/31/2006	S	1,208	D	\$ 46.24	29,663	D
Noble Energy, Inc., Common Stock	01/31/2006	S	300	D	\$ 46.23	29,363	D
Noble Energy, Inc., Common Stock	01/31/2006	S	400	D	\$ 46.21	28,963	D
Noble Energy, Inc., Common Stock	01/31/2006	S	9,000	D	\$ 46.2	19,963	D
Noble Energy, Inc., Common	01/31/2006	S	1,100	D	\$ 46.19	18,863	D

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Stock							
Noble Energy, Inc., Common Stock	01/31/2006	S	200	D	\$ 46.18	18,663	D
Noble Energy, Inc., Common Stock	01/31/2006	S	600	D	\$ 46.16	18,063	D
Noble Energy, Inc., Common Stock	01/31/2006	S	1,292	D	\$ 46.15	16,771	D
Noble Energy, Inc., Common Stock	01/31/2006	S	1,508	D	\$ 46.15	15,263	D
Noble Energy, Inc., Common Stock	01/31/2006	S	1,000	D	\$ 46.14	14,263	D
Noble Energy, Inc., Common Stock	01/31/2006	S	3,000	D	\$ 46.1	11,263	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.

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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,	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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and 5)

	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option Grant (right to buy)							Noble Energy, Inc., Common Stock	
\$ 17.6825					02/01/2004	02/01/2013		20,000
01/31/2006	M							
20,000								
Employee Stock Option Grant (right to buy)							Noble Energy, Inc., Common Stock	
\$ 22.2325					02/01/2005	02/01/2014		5,508
01/31/2006	M							
5,508								

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
POILLION WILLIAM A JR 100 GLENBOROUGH DRIVE, SUITE 100 HOUSTON, TX 77067				Retired Officer

Signatures

William A. Poillion
02/02/2006
**Signature of Reporting Person Date

Arnold J. Johnson, POA
02/02/2006
**Signature of Reporting Person Date

Chris Tong, POA
02/02/2006
**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) On December 2, 2005, Mr. Poillion converted the value of his 401k holdings in units of Noble Energy, Inc. Common Stock to other investments within his 401k plan

Remarks:

Column 5. of Table I includes 3,279 restricted shares of Noble Energy, Inc. Common Stock

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