EDELMAN THOMAS J

Form 4/A

October 13, 2006

FORM 4

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

Check this box if no longer

subject to Section 16. Form 4 or

Form 5 obligations may continue. See Instruction 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(b).

(Last)

1. Name and Address of Reporting Person * **EDELMAN THOMAS J**

(First) (Middle)

100 GLENBOROUGH DRIVE, SUITE 100

HOUSTON, TX 77067

(Street)

2. Issuer Name and Ticker or Trading Symbol

NOBLE ENERGY INC [NBL]

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

09/27/2006

4. If Amendment, Date Original

Filed(Month/Day/Year) 09/28/2006

5. Relationship of Reporting Person(s) to

OMB

Number:

Expires:

response...

Estimated average

burden hours per

OMB APPROVAL

3235-0287

January 31,

2005

0.5

Issuer

(Check all applicable)

Director 10% Owner Other (specify Officer (give title

below)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code (Instr. 8)

Disposed of (D) (Instr. 3, 4 and 5)

(A)

or

Securities Beneficially Owned Following Reported Transaction(s)

(Instr. 3 and 4)

5. Amount of

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I) Ownership

(Instr. 4) (Instr. 4)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Code V Amount (D) Price

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)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

Conversion or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if any

4. 5. Number of TransactionDerivative Code Securities

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of **Underlying Securities** (Instr. 3 and 4)

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| (Instr. 3) | Price of Derivative Security | | (Month/Day/Year) | (Instr. | 8) | or Di (D) | sposed of : 3, 4, | | | | |
|---|------------------------------------|------------|------------------|---------|----|--------------|-------------------|---------------------|--------------------|--|----------------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount Number Shares |
| Employee Stock Option Grant (right to buy) | \$ 6.86 | 09/27/2006 | | M | | | 28,800 | 05/16/2005 | 02/19/2007 | Noble Energy, Inc., Common Stock | 493,80 |

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

EDELMAN THOMAS J 100 GLENBOROUGH DRIVE, SUITE 100 HOUSTON, TX 77067

Signatures

Thomas J. 10/13/2006 Edelman

**Signature of Reporting Date

Person

Arnold J. 10/13/2006

Johnson, POA

**Signature of Reporting

Person

Chris Tong, POA 10/13/2006

**Signature of Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

Date

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Remarks:

Column 7. of Table II has been amended to reflect the correct amount of underlying securities prior to the September 27, 2006

Column 9. of Table II has been amended to reflect the correct amount of underlying securities subsequent to the September 27 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.

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