

Cook Rodney D.
Form 4
April 11, 2011

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 *
Cook Rodney D.

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)
04/08/2011

____ Director
____ Officer (give title below)
____ 10% Owner
____ Other (specify below)
Sr. VP International

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount | (A) or (D) | Price |
| Noble Energy, Inc. Common Stock | 04/08/2011 | | M | | 432 | A | \$ 22.23 |
| Noble Energy, Inc. Common Stock | 04/08/2011 | | M | | 4,224 | A | \$ 29.87 |
| Noble Energy, | 04/08/2011 | | M | | 12,500 | A | \$ 38.34 |
| | | | | | | | 67,485 |

Inc.
Common
Stock

Noble
Energy,
Inc.
Common
Stock

04/08/2011

S

8,103
(1)

D

\$
96.74

59,382

D

Noble
Energy,
Inc.
Common
Stock

04/08/2011

S

9,053
(2)

D

\$
97.26

50,329

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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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 |
| Employee Stock Option Grant (right to buy) | \$ 22.23 | 04/08/2011 | | M | 432 | 02/01/2005 02/01/2014 | Noble Energy, Inc. Common Stock 432 |
| Employee Stock Option Grant (right to buy) | \$ 29.87 | 04/08/2011 | | M | 4,224 | 02/01/2006 02/01/2015 | Noble Energy, Inc. Common Stock 4,224 |
| Employee Stock | \$ 38.34 | 04/08/2011 | | M | 12,500 | 06/16/2007 06/16/2016 | Noble Energy, 12,500 |

