### NOBLE ENERGY INC

Form 4

February 03, 2015

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

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**OMB APPROVAL** 

if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

Check this box

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * DAVIDSON CHARLES D			uer Name <b>an</b> l LE ENER				5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First) (I	Middle) 3. Date	of Earliest	_		•	(Check all applicable)			
1001 NOBLE ENERGY WAY			n/Day/Year) /2015				Director 10% Owner Officer (give title below) Other (specify below)			
HOUSTON	(Street) N, TX 77070		mendment, I Month/Day/Ye	_	ıl		6. Individual or Joint/Group Filing(Check Applicable Line) _X_ 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)	e 2A. Deemed Execution Date, any (Month/Day/Yea	Code (Instr. 3, 4 and 5) ear) (Instr. 8)  (A) or			d of (D) 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)	
Noble Energy, Inc. Common Stock							6,748	I	401(k)	
Noble Energy, Inc. Common Stock	01/31/2015		F	3,311 (1)	D	\$ 47.74	1,224,002	D		
Noble Energy,	02/01/2015		F	15,451 (2)	D	\$ 47.74	1,208,551	D		

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Inc.

Common

Stock

Noble

Energy,

02/01/2015 Inc.

7,173 F

D \$ 1,201,378

D

9. Nu of

> Deriv Secu Bene Own Follo Repo Trans (Insti

Common Stock

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

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

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

<ol> <li>Title of</li> </ol>	2.	3. Transaction Date	3A. Deemed	4.		5.	6. Date Exer	cisable and	7. Tit	le and	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration Date		Amou	ınt of	Derivative	
Security	or Exercise		any	Code		of	(Month/Day/	Year)	Unde	rlying	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr.	8)	Derivative	e		Secur	rities	(Instr. 5)
	Derivative					Securities			(Instr	. 3 and 4)	
	Security					Acquired (A) or			Ì		
	J										
						Disposed					
						of (D)					
						(Instr. 3,					
						4, and 5)					
						.,					
										Amount	
							Date Expiration Exercisable Date	•	Title	or	
										Number	
									of		
				Code	V	(A) (D)				Shares	

# **Reporting Owners**

Relationships Reporting Owner Name / Address

> 10% Owner Officer Other Director

DAVIDSON CHARLES D 1001 NOBLE ENERGY WAY HOUSTON, TX 77070

**Signatures** 

Aaron G. Carlson, Attorney-in-Fact

02/03/2015

\*\*Signature of Reporting Person

Date

Reporting Owners 2

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## **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).
- This reported transaction reflects shares relinquished to Noble Energy, Inc. by the reporting person out of, and to cover estimated tax witholding for, restricted shares granted on January 31, 2014, and vesting on January 31, 2015. The stock price reflected in Table I Column 4 was determined based on "fair market value," defined in the 1992 Plan for this transaction as the closing trading price of Noble Energy, Inc. common stock on the NYSE on January 30, 2015.
- This reported transaction reflects shares relinquished to Noble Energy, Inc. by the reporting person out of, and to cover estimated tax witholding for, restricted shares granted on February 1, 2012, and vesting on February 1, 2015. The stock price reflected in Table I Column 4 was determined based on "fair market value," defined in the 1992 Plan for this transaction as the closing trading price of Noble Energy, Inc. common stock on the NYSE on January 30, 2015.
- This reported transaction reflects shares relinquished to Noble Energy, Inc. by the reporting person out of, and to cover estimated tax witholding for, restricted shares granted on February 1, 2013, and vesting on February 1, 2015. The stock price reflected in Table I Column 4 was determined based on "fair market value," defined in the 1992 Plan for this transaction as the closing trading price of Noble Energy, Inc. common stock on the NYSE on January 30, 2015.

#### **Remarks:**

Column 5 of Table I includes 145,525 restricted shares of Noble Energy, Inc. Common Stock directly held by the reporting per 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.