

NOBLE ENERGY INC  
Form FWP  
November 05, 2013

Filed Pursuant to Rule 433

Registration No. 333-186497

November 5, 2013

**TERM SHEET**

**\$1,000,000,000 5.250% Notes due 2043**

Issuer:	Noble Energy, Inc.
Securities Offered:	5.250% Notes due 2043
Format:	SEC Registered
Principal Amount:	\$1,000,000,000
Maturity Date:	November 15, 2043
Coupon:	5.250%
Price to Public:	99.430% of principal amount
Yield to Maturity:	5.288%
Benchmark Treasury:	2.875% due May 15, 2043
Benchmark Treasury Price/Yield:	83-27+/3.788%
Spread to Benchmark Treasury:	T+150 basis points
Interest Payment Dates:	May 15 and November 15, beginning May 15, 2014
Optional Redemption:	At any time prior to May 15, 2043, Make Whole call as set forth in the preliminary prospectus supplement (Treasury rate plus 25 basis points). At any time on or after May 15, 2043, at 100% of the principal amount plus accrued interest to the redemption date as set forth in the Preliminary Prospectus Supplement.
Trade Date:	November 5, 2013
Settlement Date:	T+3; November 8, 2013
Anticipated Ratings:*	Moody : Baa2 (stable outlook) S&P: BBB (stable outlook)

\* Note: A securities rating is not a recommendation to buy, sell or hold securities and may be subject to revision or withdrawal at any time.

CUSIP/ISIN: 655044AG0 / US655044AG01

Joint Book-Running Managers: Citigroup Global Markets Inc.  
J.P. Morgan Securities LLC  
Mitsubishi UFJ Securities (USA), Inc.  
DNB Markets, Inc.  
Merrill Lynch, Pierce, Fenner & Smith  
Incorporated  
Mizuho Securities USA Inc.

Co-Managers: Barclays Capital Inc.  
BBVA Securities Inc.  
BNP Paribas Securities Corp.  
Deutsche Bank Securities Inc.  
HSBC Securities (USA) Inc.  
Lloyds Securities Inc.  
SG Americas Securities, LLC  
SMBC Nikko Securities America, Inc.  
U.S. Bancorp Investments, Inc.  
Wells Fargo Securities, LLC

BMO Capital Markets Corp.  
CIBC World Markets Corp.  
Morgan Stanley & Co. LLC  
RBC Capital Markets, LLC  
Scotia Capital (USA) Inc.

BB&T Capital Markets, a division of BB&T Securities,  
LLC  
Fifth Third Securities, Inc.  
PNC Capital Markets LLC  
Standard Chartered Bank  
TD Securities (USA) LLC

**The issuer has filed a registration statement (including a prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC Web site at [www.sec.gov](http://www.sec.gov). Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by calling Citigroup Global Markets Inc. toll free at 1-800-831-9146, J.P. Morgan Securities LLC collect at 1-212-834-4533 or Mitsubishi UFJ Securities (USA), Inc. toll free at 1-877-649-6848.**