

NOBLE ENERGY INC

Form 4

February 04, 2014

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
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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Willingham Gary W.

(Last) (First) (Middle)

1001 NOBLE ENERGY WAY

(Street)

HOUSTON, TX 77070

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
NOBLE ENERGY INC [NBL]

3. Date of Earliest Transaction
(Month/Day/Year)
01/31/2014

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Sr. VP Onshore US

6. Individual or Joint/Group Filing(Check
Applicable Line)
X Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

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 Ownership (Instr. 4) |
|---|---|---|---|---|--|--|---|
| Noble Energy, Inc. Common Stock | | | | | 11 | I | 401(k) |
| Noble Energy, Inc. Common Stock | 01/31/2014 | | A | 4,813 (2) | A \$ 62.33 | 54,955 | D |
| Noble Energy, | 01/31/2014 | | A | 9,626 (3) | A \$ 62.33 | 64,581 | D |

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Inc.
Common
Stock

Noble
Energy,
Inc.
Common
Stock

02/01/2014

F

1,125
(4)

D

\$ 62.4 63,456

D

Noble
Energy,
Inc.
Common
Stock

02/01/2014

F

558 (5)

D

\$ 62.33 62,898

D

Noble
Energy,
Inc.
Common
Stock

02/01/2014

F

413 (6)

D

\$ 62.33 62,485

D

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

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SEC 1474
(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, 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) | \$ 62.33 | 01/31/2014 | | A | | 24,067 <u>(1)</u> | | 01/31/2015 | 01/31/2024 | Noble Energy, Inc. Common Stock | 0 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Willingham Gary W. 1001 NOBLE ENERGY WAY HOUSTON, TX 77070 | | | Sr. VP Onshore US | |

Signatures

Aaron G. Carlson,
Attorney-in-Fact

02/04/2014

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) Options granted under the 1992 Plan vest 1/3 each year for three years.

(2) Restricted shares of Noble Energy, Inc. Common Stock subject to vesting 40% after year one and the final 60% after year two, granted under the 1992 Plan.

(3) Performance restricted stock will vest three years after the date of grant upon, and subject to a formula related to, the Company's achievement of certain levels of total shareholder return (TSR) relative to a pre-determined industry peer group, granted under the 1992 Stock Option and Restricted Stock Plan, as amended and restated (1992 Plan).

(4) This reported transaction reflects shares relinquished to Noble Energy, Inc. by the reporting person out of, and to cover estimated tax withholding for, restricted shares granted on February 1, 2011, and vesting on February 1, 2014. The stock price reflected in Table I Column 4 was determined based on "fair market value," defined in the 1992 Plan as the average of the reported high and low trading price of Noble Energy, Inc. common stock on the NYSE on January 31, 2014.

(5) This reported transaction reflects shares relinquished to Noble Energy, Inc. by the reporting person out of, and to cover estimated tax withholding for, restricted shares granted on February 1, 2012, and vesting on February 1, 2014. 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 31, 2014.

(6) This reported transaction reflects shares relinquished to Noble Energy, Inc. by the reporting person out of, and to cover estimated tax withholding for, restricted shares granted on February 1, 2013, and vesting on February 1, 2014. 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 31, 2014.

Remarks:

Column 5 of Table I includes 27,661 restricted shares of Noble Energy, Inc. Common Stock directly held by the reporting person.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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