

NOBLE ENERGY INC
Form 4
February 02, 2016

FORM 4

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

OMB APPROVAL

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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 *
Elliott J. Keith

(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)
01/30/2016

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 Eastern Mediterranean

6. Individual or Joint/Group Filing(Check Applicable Line)
 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | Price | |
| Noble Energy, Inc. Common Stock | 01/30/2016 | | F | | 513 ⁽¹⁾ | D | \$ 32.37 58,707 D |
| Noble Energy, Inc. Common Stock | 01/31/2016 | | F | | 705 ⁽²⁾ | D | \$ 32.37 58,002 D |
| Noble Energy, | 02/01/2016 | | D | | 4,464 ⁽³⁾ | D | \$ 0 53,538 D |

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| | | | | | | | |
|---|------------|---|----------------------|---|-------------|--------|---|
| Inc. Common Stock | | | | | | | |
| Noble Energy, Inc. Common Stock | 02/01/2016 | F | <u>1,210</u> (4) | D | \$ 31.65 | 52,328 | D |
| Noble Energy, Inc. Common Stock | 02/01/2016 | A | <u>5,502</u> (5) | A | \$ 0 | 57,830 | D |
| Noble Energy, Inc. Common Stock | 02/01/2016 | A | <u>11,005</u> (6) | A | \$ 0 | 68,835 | 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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title |
| Non-Qualified Stock Option (Right to Buy) | \$ 31.65 | 02/01/2016 | | A | 34,488 | <u>(7)</u> 02/01/2026 | Noble Energy, Inc. Common Stock |
| Phantom Unit | <u>(8)</u> | 02/01/2016 | | A | 5,502 | 02/01/2018 02/01/2018 | Noble Energy, Inc. Common |

Stock
Noble
Energy,
Inc. 11
Common
Stock

Phantom Unit (9) 02/01/2016 A 11,005 02/01/2019 02/01/2019

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Elliott J. Keith 1001 NOBLE ENERGY WAY HOUSTON, TX 77070 | | | Sr. VP Eastern Mediterranean | |

Signatures

/s/ Aaron G. Carlson,
Attorney-in-Fact

02/02/2016

 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) Reflects shares relinquished to Noble Energy, Inc. by the reporting person out of, and to cover estimated tax withholding for, restricted shares granted on January 30, 2015, and vesting on January 30, 2016. The stock price reflected in Table I Column 4 was determined based on "fair market value," defined in the 1992 Stock Option and Restricted Stock Plan, as amended and restated (1992 Plan) for this transaction as the closing trading price of Noble Energy, Inc. common stock on the NYSE on January 29, 2016.

(2) Reflects shares relinquished to Noble Energy, Inc. by the reporting person out of, and to cover estimated tax withholding for, restricted shares granted on January 31, 2014, and vesting on January 31, 2016. 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 29, 2016.

(3) Reflects unvested shares of performance restricted stock granted on February 1, 2013 forfeited to Noble Energy, Inc. on February 1, 2016.

(4) 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, 2016. 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 February 1, 2016.

(5) Restricted shares of Noble Energy, Inc. Common Stock will vest 80% one year after the date of grant and the remaining 20% two years after the date of grant, granted under the 1992 Plan.

(6) 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 Plan.

(7) The option is exercisable in three equal annual installments beginning one year after the date of grant.

(8) Each phantom unit is the economic equivalent of one share of Noble Energy, Inc. Common Stock to be settled in cash upon vesting and subject to a maximum settlement value of \$126.60 per unit plus the equivalent value of accrued and unpaid dividends. Phantom units were granted under the 1992 Plan and will vest 100% two years after the date of grant.

(9) Each phantom unit is the economic equivalent of one share of Noble Energy, Inc. Common Stock, to be settled in cash upon vesting and subject to a maximum settlement value of \$126.60 per unit plus the equivalent value of accrued and unpaid dividends. Phantom units were granted under the 1992 Plan and will vest three years after the date of grant upon, and subject to a formula related to, the Company's

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achievement of certain levels of total shareholder return (TSR) relative to a pre-determined industry peer group.

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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