

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 *
STOVER DAVID L

(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)

President, CEO & Director

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 or Price		
Noble Energy, Inc. Common Stock	01/30/2016		F		2,579 ⁽¹⁾ D \$ 32.37	365,094	D
Noble Energy, Inc. Common Stock	01/31/2016		F		2,699 ⁽²⁾ D \$ 32.37	362,395	D
Noble Energy,	02/01/2016		D		18,316 ⁽³⁾ D \$ 0	344,079	D

Inc. Common Stock							
Noble Energy, Inc. Common Stock	02/01/2016	F	6,843 ⁽⁴⁾	D	\$ 31.65	337,236	D
Noble Energy, Inc. Common Stock	02/01/2016	A	72,538 ⁽⁵⁾	A	\$ 0	409,774	D
Noble Energy, Inc. Common Stock	02/01/2016	A	145,076 ⁽⁶⁾	A	\$ 0	554,850	D

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

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(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 Am Num Sha
Non-Qualified Stock Option (Right to Buy)	\$ 31.65	02/01/2016		A	227,310	⁽⁷⁾ 02/01/2026	Noble Energy, Inc. Common Stock 22

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

STOVER DAVID L
1001 NOBLE ENERGY WAY X President, CEO & Director
HOUSTON, TX 77070

Signatures

/s/ Aaron G. Carlson, 02/02/2016
Attorney-in-Fact

__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 subject to vesting 40% after year one and the final 60% after year two, 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.

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.