

NOBLE ENERGY INC
Form 4
May 23, 2005

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
POILLION WILLIAM A JR

(Last) (First) (Middle)

100 GLENBOROUGH DRIVE,
SUITE 100

(Street)

HOUSTON, TX 77067

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
05/19/2005

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 Production

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 Indirect Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Noble Energy, Inc., Common Stock ⁽¹⁾	05/19/2005		M		15,663	A	\$ 24.25	33,373	D	
Noble Energy, Inc., Common Stock	05/19/2005		J		0 ⁽²⁾	A	\$ 0	16,734	I	401(k)
Noble Energy,	05/19/2005		S		100	D	\$ 69.38	33,273	D	

Inc.,
Common
Stock ⁽³⁾

Noble
Energy,
Inc.,
Common
Stock ⁽⁴⁾

05/19/2005 S 15,563 D \$ 69.3 17,710 D

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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)	\$ 24.25	05/19/2005		M	15,663	07/25/1996 07/24/2005	Noble Energy, Inc., Common Stock 15,663

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

POILLION WILLIAM A JR
100 GLENBOROUGH DRIVE, SUITE 100
HOUSTON, TX 77067

Sr. VP Production

Signatures

William A. Poillion 05/23/2005

**Signature of Reporting Person	Date
Arnold J. Johnson, POA	05/23/2005

**Signature of Reporting Person	Date
Chris Tong, POA	05/23/2005

**Signature of Reporting Person	Date
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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).
- (1) Amount reported in Column 5 includes 3718 restricted shares of common stock.
 - (2) See remarks for description of price and share calculations.
 - (3) Amount reported in Column 5 includes 3718 restricted shares of common stock.
 - (4) Amount reported in Column 5 includes 3718 restricted shares of common stock.

Remarks:

Holdings under the Company's 401k Plan are reported in units by the plan administrator. The units represent shares?

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.