HEDRICK KIRBY L

Form 4

November 01, 2012

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB 3235-0287

Number:

January 31, Expires: 2005

burden hours per 0.5

Estimated average response...

5. Relationship of Reporting Person(s) to

if no longer subject to Section 16. Form 4 or Form 5

Check this box

obligations may continue. See Instruction

1. Name and Address of Reporting Person *

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

2. Issuer Name and Ticker or Trading

1(b).

Stock

(Print or Type Responses)

HEDRICK KIRBY L			Symbol NOBLE	Symbol NOBLE ENERGY INC [NBL]				Issuer			
(Last)	(First)	(Middle)		f Earliest T	Ť	,		(Chec Director	ck all applicable) Owner	
100 GLENI SUITE 100	BOROUGH D	PRIVE,	10/31/2	-				Officer (give below)	title Other below)	er (specify	
	(Street)		4. If Ame	ndment, D	ate Original	l		6. Individual or Jo	oint/Group Filin	g(Check	
HOUSTON	I, TX 77067		Filed(Moi	nth/Day/Yea	r)			Applicable Line) _X_ Form filed by 0 Form filed by N Person	One Reporting Pe More than One Re		
(City)	(State)	(Zip)	Tabl	e I - Non-l	Derivative S	Securi	ties Acaı	aired, Disposed o	f, or Beneficial	lv Owned	
1.Title of Security (Instr. 3)	2. Transaction (Month/Day/Yo	ear) Exec		emed 3. 4. Securities Acquired ion Date, if Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5)		quired of (D)	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		
Noble Energy, Inc. Common Stock	10/31/2012			M M	Amount 10,000	(D)	Price \$ 17.85	38,565	D		
Noble Energy, Inc. Common	10/31/2012			S	1,770 (1)	D	\$ 94.77	36,795	D		

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

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(e.g., puts, calls, warrants, options, convertible securities)

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SEC 1474

(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

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. Transactio Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amc Underlying Secu (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Ar or Nu of
Non-Employee Director Stock Option Grant (right to buy)	\$ 17.85	10/31/2012		M	10,000	02/01/2004	02/01/2013	Noble Energy, Inc. Common Stock	10

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

HEDRICK KIRBY L 100 GLENBOROUGH DRIVE, SUITE 100 HOUSTON, TX 77067

Signatures

Arnold J. Johnson, Attorney-in-Fact

**Signature of Reporting Person Da

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).

The sale price reported in Column 4 of Table I is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$94.76 to \$94.78, inclusive. The reporting person undertakes to provide to Noble Energy, Inc., any shareholder of Noble Energy, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within such range.

Remarks:

Column 5 of Table I includes 982 restricted shares of Noble Energy, Inc. Common Stock directly held by the reporting person

Reporting Owners 2

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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.