

Elliott J. Keith
 Form 4
 February 05, 2019

FORM 4

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

OMB APPROVAL

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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 *
 Elliott J. Keith

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 1001 NOBLE ENERGY WAY
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 02/01/2019

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Sr. VP Offshore

HOUSTON, TX 77070

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

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

(City) (State) (Zip)

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 (D) Price		
Noble Energy, Inc. Common Stock	02/01/2019		F		1,648 (1)	D	\$ 22.39 94,814 D
Noble Energy, Inc. Common Stock	02/01/2019		F		1,422 (2)	D	\$ 22.39 93,392 D
Noble Energy,	02/01/2019		D		11,005 (3)	D	\$ 0 82,387 D

Inc.
Common
Stock

Noble
Energy,
Inc.

Common
Stock

02/01/2019

A

17,306
(4)

A

\$ 0

99,693

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 Amount or Number of Shares
Phantom Unit	(5)	02/01/2019		J	11,005 (6)	02/01/2019 02/01/2019	Noble Energy, Inc. Common Stock 11
Employee Stock Option Grant (Right to Buy)	\$ 22.39	02/01/2019		A	30,713	(7) 02/01/2029	Noble Energy, Inc. Common Stock 30
Phantom Unit	(8)	02/01/2019		A	6,922	02/01/2022 02/01/2022	Noble Energy, Inc. Common Stock 6

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

Elliott J. Keith
1001 NOBLE ENERGY WAY
HOUSTON, TX 77070

Sr. VP
Offshore

Signatures

/s/ Pamela L. Taylor, attorney-in-fact for Keith J. Elliott

02/04/2019

__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 February 1, 2017, and vesting on February 1, 2019. 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, 2019.
 - (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 February 1, 2018, and vesting on February 1, 2019. The stock price reflected in Table I Column 4 was determined based on "fair market value," defined in the 2017 Plan for this transaction as the closing trading price of Noble Energy, Inc. common stock on the NYSE on February 1, 2019.
 - (3) Reflects unvested shares of performance restricted stock granted on February 1, 2016 forfeited to Noble Energy, Inc. on February 1, 2019.
 - (4) Restricted shares of Noble Energy, Inc. Common Stock subject to vesting 40% after year one, 40% after year two and the final 20% after year three, granted under the 2017 Plan.
 - (5) 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 achievement of certain levels of total shareholder return (TSR) relative to a pre-determined industry peer group.
 - (6) Reflects unvested performance phantom units granted on February 1, 2016 forfeited to Noble Energy, Inc. on February 1, 2019.
 - (7) The option is exercisable in three equal annual installments beginning one year after the date of grant, granted under the 2017 Plan.
 - (8) Each phantom unit is the economic equivalent of one share of Noble Energy, Inc. Common Stock to be settled in cash upon vesting plus the equivalent value of accrued and unpaid dividends. Phantom units were granted under the 2017 Plan and will vest 100% three years 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.