Noble Corp plc Form 4 February 06, 2017

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB 3235-0287

OMB APPROVAL

Number:

Expires:

January 31, 2005

0.5

Estimated average burden hours per

response...

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * WILLIAMS DAVID W			2. Issuer Name and Ticker or Trading Symbol Noble Corp plc [NE]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check an applicable)		
13135 S. DAIRY ASHFORD SUITE 800		RD SUITE	(Month/Day/Year) 02/02/2017	_X_ Director 10% Owner X Officer (give title Other (specify below) Chairman, President and CEO		
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line)		
SUGAR LAND, TX 77478				_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(City)	(State)	(Zip) Ta	able I - Noi	n-Derivative	Secu	rities Acq	uired, Disposed o	of, or Beneficial	ly Owned
1.Title of	2. Transaction Date		3.	4. Securitie	_		5. Amount of	6. Ownership	
Security (Instr. 3)	(Month/Day/Year)	Execution Date, if any	Code	omor Dispose (Instr. 3, 4	,		Securities Beneficially	Form: Direct (D) or	Indirect Beneficial
		(Month/Day/Year)	(Instr. 8)				Owned Following	Indirect (I) (Instr. 4)	Ownership (Instr. 4)
					(Reported	(111811.4)	(111811.4)
					(A)		Transaction(s)		
~ 1	00/00/00/0		Code V	Amount	(D)	Price	(Instr. 3 and 4)	_	
Shares	02/02/2017		A	123,612	A	\$ 0	896,664	D	
Shares	02/02/2017		F	51,116	D	\$ 6.885	845,548	D	

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

Persons who respond to the collection of **SEC 1474** information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Edgar Filing: Noble Corp plc - Form 4

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 sorderivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amo of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amor Numl Share
Performance Vested Restricted Stock Units	\$ 0	02/02/2017		D	(-)	245,520	(1)(2)	(1)(2)	Shares	245.
Performance Vested Restricted Stock Units	\$ 0	02/03/2017		A	732,910		<u>(3)</u>	(3)	Shares	732,
Restricted Stock Units	\$ 0	02/03/2017		A	366,455		<u>(5)</u>	<u>(5)</u>	Shares	366.

Reporting Owners

Reporting Owner Name / Address	Relationships						
Reporting Owner Name / Nauress	Director	10% Owner	Officer	Other			
WILLIAMS DAVID W 13135 S. DAIRY ASHFORD SUITE 800 SUGAR LAND, TX 77478	X		Chairman, President and CEO				

Signatures

/s/ Julie J. Robertson By Power of Attorney dated August 1, 02/06/2017

**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) Represents performance based restricted share units awarded on January 29, 2014 relating to a three-year performance cycle (2014-2016). Based on performance at the end of the performance cycle, 123,612 shares vested and 121,908 shares were forfeited.
- (2) Total share amount reflects an adjustment to outstanding awards as a result of the spin-off of Paragon Offshore plc. The number of shares awarded prior to the spin-off have been increased to provide awardee with substantially equivalent economic value after the spin-off.
- Each performance vested restricted stock unit represents a contingent right to receive one share. Performance vested restricted stock units (3) vest upon the company achieving total shareholder return and contract drilling margin goals over a three year performance cycle (2017-2019) relative to a specified peer group.
- (4) Each restricted stock unit represents a contingent right to receive one share.
- (5) The restricted stock units vest and settle in three equal annual installments beginning on the first anniversary of the grant date.

Reporting Owners 2

Edgar Filing: Noble Corp plc - Form 4

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.