

NOBLE ENERGY INC
Form 4
June 02, 2005

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 *
CAWLEY MICHAEL A

(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)
05/31/2005

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director
____ Officer (give title below)
____ 10% Owner
____ Other (specify below)

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 (A) or (D) Price		
Noble Energy, Inc., Common Stock	05/31/2005		M		6,000 A \$ 37.625	6,800	D
Noble Energy, Inc., Common Stock	05/31/2005		M		6,000 A \$ 39.625	12,800	D
Noble Energy,	05/31/2005		M		6,000 A \$ 37.75	18,800	D

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Inc.,
Common
Stock

Noble
Energy,
Inc.,
Common
Stock

05/31/2005

M 4,286 A \$ 27.5 23,086 D

Noble
Energy,
Inc.,
Common
Stock

05/31/2005

M 5,000 A \$ 37.25 28,086 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)
Non-Employee Director Stock Option Grant (right to buy)	\$ 37.625	05/31/2005		M	6,000	07/01/1997 07/01/2006	Noble Energy, Inc., Common Stock
Non-Employee Director Stock Option Grant (right to buy)	\$ 39.625	05/31/2005		M	6,000	07/01/1998 07/01/2007	Noble Energy, Inc., Common Stock
Non-Employee Director Stock Option Grant	\$ 37.75	05/31/2005		M	6,000	07/01/1999 07/01/2008	Noble Energy, Inc.,

(right to buy)

Non-Employee
Director Stock
Option Grant
(right to buy)

\$ 27.5

05/31/2005

M

4,286

07/01/2000

07/01/2009

Common
Stock

Noble
Energy,
Inc.,
Common
Stock

4,2

Non-Employee
Director Stock
Option Grant
(right to buy)

\$ 37.25

05/31/2005

M

5,000

07/01/2001

07/01/2010

Noble
Energy,
Inc.,
Common
Stock

5,0

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

CAWLEY MICHAEL A
100 GLENBOROUGH DRIVE, SUITE 100
HOUSTON, TX 77067

Signatures

Michael A.
Cawley

06/02/2005

**Signature of Reporting
Person

Date

Arnold J.
Johnson, POA

06/02/2005

**Signature of Reporting
Person

Date

Chris Tong, POA

06/02/2005

**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).

Remarks:

The transactions reported on this Form 4 reflect the acquisition of 27286 shares of common stock pursuant to the exercise of N

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.