

Hatley Dustin A.
Form 4
February 03, 2012

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 *
Hatley Dustin 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)
02/01/2012

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)
Chief Accounting Officer

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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 (D) Price		
Noble Energy, Inc. Common Stock					274	I	401(k)
Noble Energy, Inc. Common Stock	02/01/2012		A		969 ⁽¹⁾	A	\$ 101.82
Noble Energy, Inc. Common Stock	02/01/2012		F		72 ⁽³⁾	D	\$ 101.25

Inc.
Common
Stock

Noble
Energy,

Inc. 02/01/2012
Common
Stock

F 50 ⁽⁴⁾ D \$ 101.25 5,043 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 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)	\$ 101.82	02/01/2012		A	2,479 ⁽²⁾	02/01/2013 02/01/2022	Noble Energy, Inc. Common Stock	0

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Hatley Dustin A.
100 GLENBOROUGH DRIVE, SUITE 100
HOUSTON, TX 77067

Chief Accounting Officer

Signatures

Arnold J.
Johnson

02/03/2012

__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) Restricted shares of Noble Energy, Inc. Common Stock subject to vesting 20% after year one, an additional 30% after year two and the final 50% after year three, granted under the 1992 Stock Option and Restricted Stock Plan.

- (2) Options vest 1/3 each year for three years.

This reported transaction 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, 2010, and vesting on February 1, 2012. The stock price reflected in Table I

- (3) Column 4 was determined based on "fair market value," defined in the Noble Energy, Inc. 1992 Stock Option and Restricted Stock Plan for this transaction as the average of the reported high and low trading price of Noble Energy, Inc. common stock on the NYSE on February 1, 2012.

This reported transaction 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, 2011, and vesting on February 1, 2012. The stock price reflected in Table I

- (4) Column 4 was determined based on "fair market value," defined in the Noble Energy, Inc. 1992 Stock Option and Restricted Stock Plan for this transaction as the average of the reported high and low trading price of Noble Energy, Inc. common stock on the NYSE on February 1, 2012.

Remarks:

Column 5 of Table I includes 2,022 restricted shares of Noble Energy, Inc. Common Stock directly held by the reporting person.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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