Hatley Dustin A. Form 4
February 05, 2013

Noble

Energy,

02/01/2013

OMB APPROVAL UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB 3235-0287 Washington, D.C. 20549 Number: Check this box January 31, Expires: if no longer 2005 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Estimated average **SECURITIES** Section 16. burden hours per Form 4 or response... 0.5 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 * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Hatley Dustin A. Issuer Symbol NOBLE ENERGY INC [NBL] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner Officer (give title Other (specify 100 GLENBOROUGH DRIVE, 02/01/2013 below) below) SUITE 100 Chief Accounting Officer (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting HOUSTON, TX 77067 Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 4. Securities Acquired 5. Amount of 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of (D) Securities Ownership Indirect (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Direct Beneficial (Month/Day/Year) (Instr. 8) Owned (D) or Ownership Following Indirect (I) (Instr. 4) Reported (Instr. 4) (A) Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price Noble Energy, 279 Ι 401(k)Inc. Common Stock Noble Energy, 989 (2) A Inc. 02/01/2013 A 6,032 D Common Stock

A

1,978

(3)

\$

109.19

Α

8,010

D

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Inc. Common Stock						
Noble Energy, Inc. Common Stock	02/01/2013	F	133 (4) D	\$ 108.63	7,877	D
Noble Energy, Inc. Common Stock	02/01/2013	F	80 <u>(5)</u> D	\$ 108.63	7,797	D
Noble Energy, Inc. Common Stock	02/01/2013	F	64 <u>(6)</u> D	\$ 109.19	7,733	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. Transact Code (Instr. 8)	5. Number ion 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)	\$ 109.19	02/01/2013		A	5,086 (1)	02/01/2014	02/01/2023	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, Attorney-in-Fact

**Signature of Reporting Person D

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) Options vest 1/3 each year for three years.
- (2) Restricted shares of Noble Energy, Inc. Common Stock subject to vesting 40% after year one and the final 60% after year two, granted under the 1992 Stock Option and Restricted Stock Plan.
- (3) Performance restricted stock 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.
- This reported transaction reflects shares relinquished to Noble Energy, Inc. by the reporting person out of, and to cover estimated tax witholding for, restricted shares granted on February 1, 2010, and vesting on February 1, 2013. The stock price reflected in Table I Column 4 was determined based on "fair market value," defined in the Noble Energy, Inc. 1992 Stock Option and Restricted Stock Plan as the average of the reported high and low trading price of Noble Energy, Inc. common stock on the NYSE on February 1, 2013.
- This reported transaction reflects shares relinquished to Noble Energy, Inc. by the reporting person out of, and to cover estimated tax witholding for, restricted shares granted on February 1, 2011, and vesting on February 1, 2013. The stock price reflected in Table I Column 4 was determined based on "fair market value," defined in the Noble Energy, Inc. 1992 Stock Option and Restricted Stock Plan as the average of the reported high and low trading price of Noble Energy, Inc. common stock on the NYSE on February 1, 2013.
 - This reported transaction reflects shares relinquished to Noble Energy, Inc. by the reporting person out of, and to cover estimated tax witholding for, restricted shares granted on February 1, 2012, and vesting on February 1, 2013. The stock price reflected in Table I
- (6) Column 4 was determined based on "fair market value," defined in the Noble Energy, Inc. 1992 Stock Option and Restricted Stock Plan, as amended and restated effective April 26, 2011, for this transaction as the closing trading price of Noble Energy, Inc. common stock on the NYSE on February 1, 2013.

Remarks:

Column 5 of Table I includes 4,148 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. 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.

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