Edgar Filing: BERENSON JEFFREY L - Form 4/A

BERENSON	JEFFREY L						
Form 4/A							
November 23	3, 2005						
	FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549					PPROVAL 3235-0287	
Check thi if no long subject to Section 10 Form 4 or Form 5	er STATEM 6.	ENT OF CHAN	GES IN BENEFICIAL OW SECURITIES		Expires:January 31 200Estimated average burden hours per response0.		
obligatior may conti <i>See</i> Instru 1(b).	inue. Section 17(a	a) of the Public Ut	6(a) of the Securities Exchan ility Holding Company Act of vestment Company Act of 19	of 1935 or Section	1		
(Print or Type R	(esponses)						
	ddress of Reporting F N JEFFREY L	Symbol	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) (M	liddle) 3. Date of	3. Date of Earliest Transaction (Check			k all applicable)	
100 GLENB SUITE 100	OROUGH DRIV	(Month/D /E, 11/22/20	-	_X_ Director10% Owner Officer (give titleOther (specify below) below)			
	(Street)		ndment, Date Original th/Day/Year) 005	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
HOUSTON,	TX 77067			Form filed by M Person	lore than One R	eporting	
(City)	(State) (Zip) Tabl	e I - Non-Derivative Securities Ac		or Bonoficio	lly Ownod	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Table	3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) (A) or Code V Amount (D) Price	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	-	
Noble Energy, Inc., Common Stock					D		

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

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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. Transactic Code (Instr. 8)	5. onNumber 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 Share
Non-Employee Director Stock Option Grant (right to buy)	\$ 10.64					05/16/2005	12/09/2007	Noble Energy, Inc., Common Stock	18,794 (2)
Non-Employee Director Stock Option Grant (right to buy)	\$ 22.29					05/16/2005	06/14/2009	Noble Energy, Inc., Common Stock	9,020 (<u>3)</u>

Reporting Owners

Reporting Owne	Relationships					
	Director	10% Owner	Officer	Other		
BERENSON JEFFRE 100 GLENBOROUGI HOUSTON, TX 7706	Х					
Signatures						
Jeffrey L. Berenson	11/23/2005					
**Signature of Reporting Person	Date					
Arnold J.						
Johnson, POA	11/23/2005					
**Signature of Reporting Person	Date					
Chris Tong, POA	11/23/2005					
	Date					

**Signature of Reporting Person

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).

On November 23, 2005, a Form 4 was filed erroneously, reporting the acquisition and sale of 27,814 shares of Noble Energy, Inc. (1) Common Stock that did not in fact occur. As of November 22, 2005, Mr. Berenson owned a total of 17,624 shares of Noble Energy, Inc.

Common Stock, of which 4,800 shares are restricted.

On November 23, 2005, a Form 4 was filed erroneously, reporting the exercise of a Noble Energy, Inc. Non-Employee Director Stock
 Option Grant (right to buy) for 18,794 shares of Noble Energy, Inc. Common Stock that did not in fact occur. As of November 22, 2005, Mr. Berenson owned a Noble Energy, Inc. Non-Employee Director Stock Option Grant (right to buy), exercisable for 18,794 shares of Noble Energy, Inc. Common Stock at an exercise price of \$10.64 per share.

On November 23, 2005, a Form 4 was filed erroneously, reporting the exercise of a Noble Energy, Inc. Non-Employee Director Stock Option Grant (right to buy) for 9,020 shares of Noble Energy, Inc. Common Stock that did not in fact occur. As of November 22, 2005,

(3) Option Grant (right to buy) for 9,020 shares of Noble Energy, inc. Common Stock that did not in fact occur. As of November 22, 200.
 (3) Mr. Berenson owned a Noble Energy, Inc. Non-Employee Director Stock Option Grant (right to buy), exercisable for 9,020 shares of Noble Energy, Inc. Common Stock at an exercise price of \$22.29 per share.

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.