

NOBLE ENERGY INC
Form S-8
September 14, 2004

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As filed with the Securities and Exchange Commission on
September 14, 2004

Registration No. 333-

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

FORM S-8

**REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

NOBLE ENERGY, INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction
of incorporation or organization)

73-0785597

(I.R.S. Employer Identification No.)

100 Glenborough, Suite 100

Houston, Texas

(Address of Principal Executive Offices)

77067

(Zip Code)

**NOBLE ENERGY, INC.
THRIFT AND PROFIT SHARING PLAN**
(Full title of the plan)

James L. McElvany

Chief Financial Officer

Noble Energy, Inc.

100 Glenborough, Suite 100

Houston, Texas 77067

(Name and address of agent for
service)

(281) 872-3100

(Telephone number, including
area code, of agent for service)

Copy to:

Joe Dannenmaier

Christi Hollingsworth

Thompson & Knight LLP

1700 Pacific Avenue, Suite 3300

Dallas, Texas 75201

(214) 969-1700

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered(1)	Proposed maximum offering price per share(2)	Proposed maximum aggregate offering price(2)	Amount of registration fee
Common Stock, \$3.33 1/3 par value per share	1,000,000 shares(2)	\$53.70	\$53,700,000	\$6,803.79

(1) Pursuant to Rule 416 under the Securities Act, shares issuable upon any stock split, stock dividend or similar transaction with respect to these shares are also being registered hereunder.

(2) Estimated solely for the purpose of determining the registration fee pursuant to Rules 457(c) and 457(h) under the Securities Act of 1933, as amended (the Securities Act), on the basis of the average of the high and low sales prices of the Common Stock reported on the New York Stock Exchange on September 3, 2004.

(3) In addition, pursuant to Rule 416(c) of the Securities Act, this Registration Statement covers an indeterminate amount of plan interests to be offered or sold pursuant to the employee benefit plan described herein.



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Opinion of Thompson & Knight LLP

Consent of KPMG LLP

Consent of Ernst & Young LLP

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PART I

INCORPORATION OF CONTENTS OF PRIOR
REGISTRATION STATEMENTS

The contents of Registration Statement No. 2-66654 relating to the Noble Energy, Inc. Thrift and Profit Sharing Plan (the Plan) filed by the Registrant with the Securities and Exchange Commission (the Commission) on February 12, 1980 (collectively, the Prior Registration Statement), including all amendments and exhibits thereto, are incorporated herein by reference pursuant to General Instruction E to Form S-8. The purpose of this Registration Statement is to register 1,000,000 additional shares of Common Stock of the Registrant for offer and sale pursuant to the Plan.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits

In addition to the exhibits incorporated herein by reference to the exhibits filed with or incorporated by reference into the Prior Registration Statement, the following documents are filed as exhibits to this Registration Statement:

- 4.1 Noble Energy, Inc. Thrift and Profit Sharing Plan, as amended
 - 5.1 Opinion of Thompson & Knight LLP, regarding 1,000,000 shares of Common Stock
 - 23.1 Consent of KPMG LLP
 - 23.2 Consent of Ernst & Young LLP
 - 23.3 Consent of counsel (included in the opinion of Thompson & Knight LLP, filed herewith as Exhibit 5.1)
 - 24.1 Power of Attorney (included on the signature page of this Registration Statement)
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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Houston, State of Texas, on September 14, 2004.

NOBLE ENERGY, INC.

By:

Charles D. Davidson
President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated. The undersigned persons hereby constitute and appoint Charles D. Davidson and James L. McElvany, or either of them, as their true and lawful attorneys-in-fact with full power to execute in their names and on their behalf, in the capacities indicated below, any and all amendments to this Registration Statement and the Prior Registration Statement filed with the Securities and Exchange Commission and hereby ratify and confirm all that such attorneys-in-fact shall lawfully do or cause to be done by virtue hereof.

Signature	Capacity in Which Signed	Date
<u>/s/ Charles D. Davidson</u> Charles D. Davidson	President, Chief Executive Officer and Chairman of the Board (principal executive officer)	September 14, 2004
<u>/s/ James L. McElvany</u> James L. McElvany	Chief Financial Officer, Senior Vice President and Treasurer (principal financial and accounting officer)	September 14, 2004
<u>/s/ Michael A. Cawley</u> Michael A. Cawley	Director	September 14, 2004
<u>/s/ Edward F. Cox</u> Edward F. Cox	Director	September 14, 2004
<u>/s/ Kirby L. Hedrick</u> 	Director	September 14, 2004

Kirby L. Hedrick

/s/ Dale P. Jones

Director

September 14,
2004

Dale P. Jones

/s/ Bruce A. Smith

Director

September 14,
2004

Bruce A. Smith

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