

NOBLE ENERGY INC  
Form 8-K  
February 23, 2006

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

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): **February 22, 2006**

**NOBLE ENERGY, INC.**

(Exact name of Registrant as specified in its charter)

**Delaware**

**001-07964**

**73-0785597**

(State or other jurisdiction of  
incorporation or organization)

Commission  
File Number

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

**100 Glenborough, Suite 100  
Houston, Texas**

**77067**

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code: **(281) 872-3100**

(Former name, former address and former fiscal year, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 2.02. Results of Operations and Financial Condition.**

On February 23, 2006 Noble Energy, Inc. (the Company ) issued a press release announcing results for the fiscal quarter ended December 31, 2005. A copy of the press release issued by the Company is attached hereto as Exhibit 99.1.

The Company s press release announcing its financial results for its fiscal quarter ended December 31, 2005 contains non-GAAP financial measures. Generally, a non-GAAP financial measure is a numerical measure of a company s performance, financial position, or cash flows that either excludes or includes amounts that are not normally excluded or included in the most directly comparable measure calculated and presented in accordance with United States generally accepted accounting principles, or GAAP. Pursuant to the requirements of Regulation G, the Company has provided quantitative reconciliations within the press release of the non-GAAP financial measures to the most directly comparable GAAP financial measures.

On February 22, 2006 the Company issued a press release announcing its 2005 reserve replacement estimates and year-end reserve data. A copy of the press release issued by the Company is attached hereto as Exhibit 99.2.

The information in this Form 8-K and Exhibits 99.1 and 99.2 shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to liabilities of that Section.

**Item 9.01. Financial Statements and Exhibits.**

(c) Exhibits. The following exhibits are furnished as part of this current Report on Form 8-K:

- 99.1 Press Release dated February 23, 2006 announcing results for the fiscal quarter ended December 31, 2005.
  
  - 99.2 Press Release dated February 22, 2006 announcing 2005 reserves.
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**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Company has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

NOBLE ENERGY, INC.

Date: February 23, 2006

By: /s/ Arnold J. Johnson  
Arnold J. Johnson  
Vice President, General Counsel &  
Secretary

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**INDEX TO EXHIBITS**

Exhibit No.	Description
99.1	Press Release dated February 23, 2006 announcing results for the fiscal quarter ended December 31, 2005.
99.2	Press Release dated February 22, 2006 announcing 2005 reserves.