Robison Andrea Lee Form 4 February 05, 2018

FORM 4

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

SECURITIES

OMB APPROVAL OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Person

January 31, Expires: 2005 Estimated average

0.5

Form 4 or Form 5 obligations may continue.

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

response...

burden hours per

See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

| 1. Name and Address of Reporting Person ** Robison Andrea Lee | | | 2. Issuer Name and Ticker or Trading Symbol | 5. Relationship of Reporting Person(s) to Issuer | | | |
|---|----------|----------|--|--|--|--|--|
| | | | NOBLE ENERGY INC [NBL] | (Check all applicable) | | | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction | | | | |
| | | | (Month/Day/Year) | Director 10% Owner | | | |
| 1001 NOBLE ENERGY WAY | | | 02/01/2018 | X Officer (give title Other (specify below) | | | |
| | | | | Sr. VP Human Resources & Admin | | | |
| (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 | | | |
| HOUSTON | TX 77070 | | | Form filed by More than One Reporting | | | |

HOUSTON, TX 77070

| (City) | (State) | (Zip) Tabl | le I - Non-I | Derivative S | Securi | ities Acqu | iired, Disposed of | f, or Beneficial | ly Owned |
|---|---|---|-----------------|--|--------|----------------|--|--|---|
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | Code (Instr. 8) | 4. Securities Acquired on (A) or Disposed of (E) (Instr. 3, 4 and 5) (A) or | | l of (D) 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 Beneficial Ownership (Instr. 4) |
| Noble Energy, Inc. Common Stock | 02/01/2018 | | Code V | Amount 268 (1) | (D) | Price \$ 30.89 | 82,785 | D | |
| Noble Energy, Inc. Common Stock | 02/01/2018 | | F | 824 (2) | D | \$ 30.89 | 81,961 | D | |
| Noble Energy, | 02/01/2018 | | A | 10,197 (3) | A | \$ 0 | 92,158 | D | |

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| Inc. Common Stock | | | | | | | | |
|---|------------|---|--------------|---|-------------|--------|---|--------|
| Noble Energy, Inc. Common Stock | 02/01/2018 | M | 4,502 | A | <u>(4)</u> | 96,660 | D | |
| Noble Energy, Inc. Common Stock | 02/01/2018 | D | 4,502 (5) | D | \$ 30.89 | 92,158 | D | |
| Noble Energy, Inc. Common Stock | | | | | | 2,416 | I | 401(k) |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474

(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) | e 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of onDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amour Underlying Securit (Instr. 3 and 4) | |
|---|---|---|---|---|---|-------|--|--------------------|--|---------------------------|
| | | | | Code V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amo or Num of Sh |
| Employee Stock Option Grant (Right to Buy) | \$ 30.89 | 02/01/2018 | | A | 12,893 | | <u>(6)</u> | 02/01/2028 | Noble Energy, Inc. Common Stock | 12, |
| Phantom Unit | <u>(4)</u> | 02/01/2018 | | M | | 4,502 | 02/01/2018 | 02/01/2018 | Noble Energy, Inc. Common Stock | 4,5 |

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Robison Andrea Lee 1001 NOBLE ENERGY WAY HOUSTON, TX 77070

Sr. VP Human Resources & Admin

Signatures

/s/ Aaron G. Carlson, Attorney-in-Fact 02/05/2018

**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).
- 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, 2016, and vesting on February 1, 2018. The stock price reflected in Table I Column 4 was determined based on "fair market value," defined in the 1992 Plan for this transaction as the closing trading price of Noble Energy, Inc. common stock on the NYSE on February 1, 2018.
- 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, 2017, and vesting on February 1, 2018. The stock price reflected in Table I Column 4 was determined based on "fair market value," defined in the 1992 Plan for this transaction as the closing trading price of Noble Energy, Inc. common stock on the NYSE on February 1, 2018.
- (3) Restricted shares of Noble Energy, Inc. Common Stock subject to vesting 1/3 after year one, 1/3 after year two and the final 1/3 after year three, granted under the 2017 Plan.
- Each phantom unit is the economic equivalent of one share of Noble Energy, Inc. Common Stock to be settled in cash upon vesting and subject to a maximum settlement value of \$126.60 per unit plus the equivalent value of accrued and unpaid dividends. Phantom units were granted under the 1992 Plan and will vest 100% two years after the date of grant.
- Reflects settlement of phantom units in cash for, the phantom units granted on February 1, 2016, and vesting on February 1, 2018. The stock price reflected in Table I Column 4 was determined based on "fair market value," defined in the 1992 Plan for this transaction as the closing trading price of Noble Energy, Inc. common stock on the NYSE on February 1, 2018.
- (6) The option is exercisable in three equal annual installments beginning one year after the date of grant, granted under the 2017 Plan. 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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