

NOBLE ENERGY INC
Form 4
May 20, 2008

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
CUNNINGHAM SUSAN M

(Last) (First) (Middle)
100 GLENBOROUGH DRIVE,
SUITE 100
(Street)

HOUSTON, TX 77067

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
NOBLE ENERGY INC [NBL]

3. Date of Earliest Transaction
(Month/Day/Year)
05/19/2008

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
____ Officer (give title below) _____ Other (specify below)
Sr. VP Exploration

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 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 Ownership (Instr. 4)	
			Code	V	Amount	(D)	Price	
Noble Energy, Inc. Common Stock	05/19/2008		M		20,000	A	\$ 20.93 56,641	D
Noble Energy, Inc. Common Stock	05/19/2008		S		100	D	\$ 102.31 56,541	D
Noble Energy,	05/19/2008		S		350	D	\$ 102.32 56,191	D

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Inc. Common Stock								
Noble Energy, Inc. Common Stock	05/19/2008	S	3,000	D	\$ 102.35	53,191		D
Noble Energy, Inc. Common Stock	05/19/2008	S	500	D	\$ 102.36	52,691		D
Noble Energy, Inc. Common Stock	05/19/2008	S	200	D	\$ 102.4	52,491		D
Noble Energy, Inc. Common Stock	05/19/2008	S	214	D	\$ 102.41	52,277		D
Noble Energy, Inc. Common Stock	05/19/2008	S	100	D	\$ 102.42	52,177		D
Noble Energy, Inc. Common Stock	05/19/2008	S	300	D	\$ 102.44	51,877		D
Noble Energy, Inc. Common Stock	05/19/2008	S	800	D	\$ 102.45	51,077		D
Noble Energy, Inc. Common Stock	05/19/2008	S	1,100	D	\$ 102.46	49,977		D
Noble Energy, Inc.	05/19/2008	S	1,600	D	\$ 102.47	48,377		D

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Common Stock							
Noble Energy, Inc. Common Stock	05/19/2008	S	3,750	D	\$ 102.48	44,627	D
Noble Energy, Inc. Common Stock	05/19/2008	S	900	D	\$ 102.49	43,727	D
Noble Energy, Inc. Common Stock	05/19/2008	S	400	D	\$ 102.5	43,327	D
Noble Energy, Inc. Common Stock	05/19/2008	S	100	D	\$ 102.53	43,227	D
Noble Energy, Inc. Common Stock	05/19/2008	S	950	D	\$ 102.54	42,277	D
Noble Energy, Inc. Common Stock	05/19/2008	S	200	D	\$ 102.6	42,077	D
Noble Energy, Inc. Common Stock	05/19/2008	S	600	D	\$ 102.61	41,477	D
Noble Energy, Inc. Common Stock	05/19/2008	S	400	D	\$ 102.62	41,077	D
Noble Energy, Inc. Common	05/19/2008	S	400	D	\$ 102.63	40,677	D

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Stock							
Noble Energy, Inc. Common Stock	05/19/2008	S	650	D	\$ 102.64	40,027	D
Noble Energy, Inc. Common Stock	05/19/2008	S	150	D	\$ 102.65	39,877	D
Noble Energy, Inc. Common Stock	05/19/2008	S	200	D	\$ 102.69	39,677	D
Noble Energy, Inc. Common Stock	05/19/2008	S	16	D	\$ 102.75	39,661	D
Noble Energy, Inc. Common Stock	05/19/2008	S	200	D	\$ 102.76	39,461	D
Noble Energy, Inc. Common Stock	05/19/2008	S	451	D	\$ 102.77	39,010	D
Noble Energy, Inc. Common Stock	05/19/2008	S	851	D	\$ 102.78	38,159	D
Noble Energy, Inc. Common Stock	05/19/2008	S	148	D	\$ 102.79	38,011	D
Noble Energy, Inc. Common Stock	05/19/2008	S	100	D	\$ 102.8	37,911	D

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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. Transaction Code (Instr. 8)	5. Number 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 Shares
Employee Stock Option Grant (right to buy)	\$ 20.93	05/19/2008		M	20,000	04/23/2002	04/23/2011	Noble Energy, Inc. Common Stock	40,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

CUNNINGHAM SUSAN M
100 GLENBOROUGH DRIVE, SUITE 100
HOUSTON, TX 77067

Sr. VP
Exploration

Signatures

Arnold J. Johnson,
Attorney-in-Fact

05/20/2008

__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).

Remarks:

Column 5 of the last row of Table 1 includes 27,218 restricted shares of Noble Energy, Inc. Common Stock.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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