

NOBLE ENERGY INC
Form 4
May 21, 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 *
CAWLEY MICHAEL A

(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)

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)
				(A) or (D)	Price		
Noble Energy, Inc. Common Stock	05/19/2008		M	10,000	A \$ 17.85	16,422	D
Noble Energy, Inc. Common Stock	05/19/2008		S	100	D \$ 102.96	16,322	D
Noble Energy, Inc. Common Stock	05/19/2008		S	100	D \$ 102.95	16,222	D

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Inc. Common Stock							
Noble Energy, Inc. Common Stock	05/19/2008	S	100	D	\$ 102.92	16,122	D
Noble Energy, Inc. Common Stock	05/19/2008	S	100	D	\$ 102.91	16,022	D
Noble Energy, Inc. Common Stock	05/19/2008	S	100	D	\$ 102.88	15,922	D
Noble Energy, Inc. Common Stock	05/19/2008	S	100	D	\$ 102.87	15,822	D
Noble Energy, Inc. Common Stock	05/19/2008	S	100	D	\$ 102.86	15,722	D
Noble Energy, Inc. Common Stock	05/19/2008	S	100	D	\$ 102.84	15,622	D
Noble Energy, Inc. Common Stock	05/19/2008	S	700	D	\$ 102.83	14,922	D
Noble Energy, Inc. Common Stock	05/19/2008	S	300	D	\$ 102.82	14,622	D
Noble Energy, Inc.	05/19/2008	S	100	D	\$ 102.77	14,522	D

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Common Stock							
Noble Energy, Inc. Common Stock	05/19/2008	S	200	D	\$ 102.76	14,322	D
Noble Energy, Inc. Common Stock	05/19/2008	S	100	D	\$ 102.74	14,222	D
Noble Energy, Inc. Common Stock	05/19/2008	S	1,100	D	\$ 102.73	13,122	D
Noble Energy, Inc. Common Stock	05/19/2008	S	300	D	\$ 102.72	12,822	D
Noble Energy, Inc. Common Stock	05/19/2008	S	400	D	\$ 102.71	12,422	D
Noble Energy, Inc. Common Stock	05/19/2008	S	100	D	\$ 102.7	12,322	D
Noble Energy, Inc. Common Stock	05/19/2008	S	1,300	D	\$ 102.69	11,022	D
Noble Energy, Inc. Common Stock	05/19/2008	S	400	D	\$ 102.68	10,622	D
Noble Energy, Inc. Common	05/19/2008	S	209	D	\$ 102.67	10,413	D

Stock								
Noble Energy, Inc. Common Stock	05/19/2008	S	400	D	\$ 102.61	10,013	D	
Noble Energy, Inc. Common Stock	05/19/2008	S	100	D	\$ 102.59	9,913	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. 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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Non-Employee Director Stock Option Grant (right to buy)	\$ 17.85	05/19/2008		M	10,000	02/01/2004 02/01/2013	Noble Energy, Inc. Common Stock

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

CAWLEY MICHAEL A
100 GLENBOROUGH DRIVE, SUITE 100
HOUSTON, TX 77067

Signatures

Arnold J. Johnson,
Attorney-in-Fact

05/21/2008

__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 Table 1 includes 1,265 restricted shares of Noble Energy, Inc. Common Stock directly held by the reporting person.

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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