

NOBLE ENERGY INC

Form 4

June 01, 2005

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**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

OMB APPROVAL

OMB
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Expires: January 31,
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(Print or Type Responses)

1. Name and Address of Reporting Person *
MCELVANY JAMES L

(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)
05/27/2005

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 ____ Other (specify
below) below)

Retired Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Noble Energy, Inc., Common Stock	05/27/2005		M		2,634	A	\$ 24.25 27,759
Noble Energy, Inc., Common Stock	05/27/2005		M		4,461	A	\$ 40.375 32,220
Noble Energy, Inc., Common Stock	05/27/2005		M		12,540	A	\$ 39.875 44,760

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Inc., Common Stock								
Noble Energy, Inc., Common Stock	05/27/2005	M	12,540	A	\$ 35.938	57,300		D
Noble Energy, Inc., Common Stock	05/27/2005	M	15,048	A	\$ 20.0625	72,348		D
Noble Energy, Inc., Common Stock	05/27/2005	M	14,175	A	\$ 20.0625	86,523		D
Noble Energy, Inc., Common Stock	05/27/2005	M	14,175	A	\$ 30.875	100,698		D
Noble Energy, Inc., Common Stock	05/27/2005	M	25,000	A	\$ 43.21	125,698		D
Noble Energy, Inc., Common Stock	05/27/2005	M	27,000	A	\$ 32.54	152,698		D
Noble Energy, Inc., Common Stock	05/27/2005	M	16,667	A	\$ 35.365	169,365		D
Noble Energy, Inc., Common Stock	05/27/2005	M	2,707	A	\$ 44.465	172,072		D

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**

SEC 1474
(9-02)

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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 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)	\$ 24.25	05/27/2005		M	2,634	07/25/1996	07/25/2005	Noble Energy, Inc., Common Stock	2,634
Employee Stock Option Grant (right to buy)	\$ 40.375	05/27/2005		M	4,461	09/24/1997	09/24/2006	Noble Energy, Inc., Common Stock	4,461
Employee Stock Option Grant (right to buy)	\$ 39.875	05/27/2005		M	12,540	07/21/1998	07/20/2007	Noble Energy, Inc., Common Stock	12,540
Employee Stock Option Grant (right to buy)	\$ 35.938	05/27/2005		M	12,540	02/02/1999	02/01/2008	Noble Energy, Inc., Common Stock	12,540
Employee Stock Option Grant (right to buy)	\$ 20.0625	05/27/2005		M	15,048	02/01/2000	02/01/2009	Noble Energy, Inc., Common Stock	15,048
	\$ 20.0625	05/27/2005		M	14,175	01/31/2001	01/31/2010		14,175

Employee Stock Option Grant (right to buy)									Noble Energy, Inc., Common Stock	
Employee Stock Option Grant (right to buy)	\$ 30.875	05/27/2005	M	14,175	07/24/2001	07/24/2010			Noble Energy, Inc., Common Stock	14,175
Employee Stock Option Grant (right to buy)	\$ 43.21	05/27/2005	M	25,000	01/29/2002	01/29/2011			Noble Energy, Inc., Common Stock	25,000
Employee Stock Option Grant (right to buy)	\$ 32.54	05/27/2005	M	27,000	02/01/2003	02/01/2012			Noble Energy, Inc., Common Stock	27,000
Employee Stock Option Grant (right to buy)	\$ 35.365	05/27/2005	M	16,667	02/01/2004	02/01/2013			Noble Energy, Inc., Common Stock	16,667
Employee Stock Option Grant (right to buy)	\$ 44.465	05/27/2005	M	2,707	02/01/2005	02/01/2014			Noble Energy, Inc., Common Stock	2,707

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MCELVANY JAMES L 100 GLENBOROUGH DRIVE, SUITE 100 HOUSTON, TX 77067				Retired Officer

Signatures

James L. McElvany

06/01/2005

****Signature of Reporting
Person**

Date _____

Arnold J. Johnson,
POA

06/01/2005

****Signature of Reporting Person**

Date _____

Charles D.
Davidson, POA

06/01/2005

**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:

Each amount listed in Column 5. of Table I includes 3681 restricted shares of 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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