

BERENSON JEFFREY L

Form 4

November 23, 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  
Number: 3235-0287  
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2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
BERENSON JEFFREY 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)  
11/22/2005

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 below) \_\_\_\_ Other (specify below)

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 or Disposed of (D) (Instr. 3, 4 and 5)  (A) or (D)	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	Price	
Noble Energy, Inc., Common Stock	11/22/2005		M		18,794	A \$ 10.64	36,418 D
Noble Energy, Inc., Common Stock	11/22/2005		M		9,020	A \$ 22.29	45,438 D
Noble Energy,	11/22/2005		S		614	D \$ 39.24	44,824 D

Inc., Common Stock							
Noble Energy, Inc., Common Stock	11/22/2005	S	800	D	\$ 39.2	44,024	D
Noble Energy, Inc., Common Stock	11/22/2005	S	1,000	D	\$ 39.18	43,024	D
Noble Energy, Inc., Common Stock	11/22/2005	S	100	D	\$ 39.17	42,924	D
Noble Energy, Inc., Common Stock	11/22/2005	S	1,000	D	\$ 39.16	41,924	D
Noble Energy, Inc., Common Stock	11/22/2005	S	3,700	D	\$ 39.15	38,224	D
Noble Energy, Inc., Common Stock	11/22/2005	S	700	D	\$ 39.14	37,524	D
Noble Energy, Inc., Common Stock	11/22/2005	S	1,900	D	\$ 39.13	35,624	D
Noble Energy, Inc., Common Stock	11/22/2005	S	600	D	\$ 39.12	35,024	D
Noble Energy, Inc.,	11/22/2005	S	800	D	\$ 39.11	34,224	D

Common  
StockNoble  
Energy,  
Inc.,

11/22/2005

S

16,600

D

\$ 39.1

17,624

D

Common  
Stock

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.**

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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 Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-Employee Director Stock Option Grant (right to buy)	\$ 10.64	11/22/2005		M		18,794		05/16/2005	12/09/2007	Noble Energy, Inc., Common Stock	18,794
Non-Employee Director Stock Option Grant (right to buy)	\$ 22.29	11/22/2005		M		9,020		05/16/2005	06/14/2009	Noble Energy, Inc., Common Stock	9,020

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

BERENSON JEFFREY L  
100 GLENBOROUGH DRIVE, SUITE 100  
HOUSTON, TX 77067

## Signatures

Jeffrey L.  
Berenson 11/23/2005

\_\_Signature of Reporting  
Person Date

Arnold J.  
Johnson, POA 11/23/2005

\_\_Signature of Reporting  
Person Date

Chris Tong, POA 11/23/2005

\_\_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:

Column 5. of Table I includes 4,800 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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