#### BERENSON JEFFREY L

Form 4

February 03, 2009

## FORM 4

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

OMB 3235-0287

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Number: January 31, 2005

0.5

**OMB APPROVAL** 

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 30(h) of the Investment Company Act of 1940

burden hours per response...

Estimated average

See Instruction 1(b).

Noble Energy, Inc.

Common Stock 02/01/2009

(Print or Type Responses)

	Address of Reporti N JEFFREY L	Symbol	2. Issuer Name <b>and</b> Ticker or Trading Symbol NOBLE ENERGY INC [NBL]				5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)			
(Last)	(First)	(Middl	e) 3. Date of	Earliest Tra	nsaction		<b>\</b>			
100 GLENBOROUGH DRIVE, SUITE 100			`	(Month/Day/Year) 02/01/2009					6 Owner er (specify	
(Street)			4. If Amen	4. If Amendment, Date Original				6. Individual or Joint/Group Filing(Check		
HOUSTON	I, TX 77067		Filed(Mont	h/Day/Year)				y One Reporting Po More than One Ro		
(City)	(State)	(Zip)	Table	I - Non-Do	erivative S	Securities Ac	quired, Disposed	of, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction (Month/Day/Yo	ear) Ez	xecution Date, if	3. Transaction Code (Instr. 8)	Disposed (Instr. 3,	l (A) or l of (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)	

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)

24,007

D

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1.559

\$0

### Edgar Filing: BERENSON JEFFREY L - Form 4

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. Transactic 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 Amou Underlying Securi (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amo or Nun of Shar
Non-Employee Director Stock Option Grant (right to buy)	\$ 48.93	02/01/2009		A	3,761	02/01/2010	02/01/2019	Noble Energy, Inc. Common Stock	3,7

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

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

## **Signatures**

Arnold J. Johnson, Attorney-in-Fact

\*\*Signature of Reporting Person Da

# **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).
- (1) Restricted shares of Noble Energy, Inc. Common Stock subject to a one-year restriction, granted under the 2005 Stock Plan for Non-Employee Directors.

#### **Remarks:**

Column 5 of Table 1 includes 1,559 restricted shares of Noble Energy, Inc. Common Stock directly held by the reporting personal column 5 of Table 1 includes 1,559 restricted shares of Noble Energy, Inc. Common Stock directly held by the reporting personal column 5 of Table 1 includes 1,559 restricted shares of Noble Energy, Inc. Common Stock directly held by the reporting personal column 5 of Table 1 includes 1,559 restricted shares of Noble Energy, Inc. Common Stock directly held by the reporting personal column 5 of Table 1 includes 1,559 restricted shares of Noble Energy, Inc. Common Stock directly held by the reporting personal column 5 of Table 1 includes 1,559 restricted shares of Noble Energy, Inc. Common Stock directly held by the reporting personal column 5 of Table 1 includes 1,559 restricted shares of Noble Energy includes 1 includes 1

Reported transactions represent annual grants under the 2005 Stock Plan for Non-Employee Directors of Noble Energy, Inc.

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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