

EDELMAN THOMAS J
Form 4
December 22, 2005

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 *
EDELMAN THOMAS J

(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)
12/21/2005

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)
 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	(A) or (D)	Price		
Noble Energy, Inc., Common Stock	12/21/2005		M		50,000	A	\$ 6.02	1,311,200	D
Noble Energy, Inc., Common Stock	12/21/2005		S		5,000	D	\$ 42.31	1,306,200	D
Noble Energy, Inc., Common Stock	12/21/2005		S		5,000	D	\$ 42.35	1,301,200	D

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Inc., Common Stock							
Noble Energy, Inc., Common Stock	12/21/2005	S	800	D	\$ 42.37	1,300,400	D
Noble Energy, Inc., Common Stock	12/21/2005	S	5,000	D	\$ 42.4	1,295,400	D
Noble Energy, Inc., Common Stock	12/21/2005	S	1,800	D	\$ 42.41	1,293,600	D
Noble Energy, Inc., Common Stock	12/21/2005	S	3,500	D	\$ 42.44	1,290,100	D
Noble Energy, Inc., Common Stock	12/21/2005	S	7,200	D	\$ 42.45	1,282,900	D
Noble Energy, Inc., Common Stock	12/21/2005	S	2,000	D	\$ 42.47	1,280,900	D
Noble Energy, Inc., Common Stock	12/21/2005	S	7,100	D	\$ 42.5	1,273,800	D
Noble Energy, Inc., Common Stock	12/21/2005	S	1,100	D	\$ 42.52	1,272,700	D
Noble Energy, Inc.,	12/21/2005	S	2,900	D	\$ 42.53	1,269,800	D

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Common Stock							
Noble Energy, Inc., Common Stock	12/21/2005	S	300	D	\$ 42.56	1,269,500	D
Noble Energy, Inc., Common Stock	12/21/2005	S	500	D	\$ 42.57	1,269,000	D
Noble Energy, Inc., Common Stock	12/21/2005	S	5,000	D	\$ 42.58	1,264,000	D
Noble Energy, Inc., Common Stock	12/21/2005	S	2,300	D	\$ 42.6	1,261,700	D
Noble Energy, Inc., Common Stock	12/21/2005	S	500	D	\$ 42.62	1,261,200	D

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)		
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
				Code	V (A) (D)				

Employee Stock Option Grant (right to buy)	\$ 6.02	12/21/2005	M	50,000	05/16/2005	02/21/2006	Noble Energy, Inc., Common Stock	50,000
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
EDELMAN THOMAS J 100 GLENBOROUGH DRIVE, SUITE 100 HOUSTON, TX 77067				

Signatures

Thomas J. Edelman	12/22/2005
**Signature of Reporting Person	Date

Arnold J. Johnson, POA	12/22/2005
**Signature of Reporting Person	Date

Chris Tong, POA	12/22/2005
**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. 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.