NOBLE ENERGY INC

Form 4 May 30, 2008

FORM 4

OMB APPROVAL

3235-0287

January 31,

OMB

Number:

Expires:

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

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires. 2005
Estimated average burden hours per response... 0.5

Form 4 or Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and A BULLING	2. Issuer Name and Ticker or Trading Symbol NOBLE ENERGY INC [NBL]					5. Relationship of Reporting Person(s) to Issuer						
(Last)	(First)	(Middle)	3. Date of	3. Date of Earliest Transaction				(Che	(Check all applicable)			
100 GLENBOROUGH DRIVE, SUITE 100				(Month/Day/Year) 05/28/2008					Director 10% Owner Officer (give title Other (specify below) Retired Sr. VP International			
HOUSTON	(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting			
	I, TX 77067								Person			
(City)	(State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned											
1.Title of Security (Instr. 3)	2. Transaction (Month/Day/Ye	ear) Execution	emed on Date, if /Day/Year)	Code (Instr. 8)	4. Secur on(A) or D (Instr. 3,	(A)	ed 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)			
Noble Energy, Inc. Common Stock								8,247 (1)	I	401(k)		
Noble Energy, Inc. Common Stock	05/28/2008			D	9,276 (2)	D	\$ 0	23,430	D			
Noble Energy,	05/28/2008			F	4,967	D	\$ 98.51	18,463	D			

Inc.
Common
Stock

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474

(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. Transac Code (Instr. 8	5. tionNumber of Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	S	ate	7. Title Amou Under Securi (Instr.	nt of lying	8. Price of Derivative Security (Instr. 5)
				Code '	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

BULLINGTON ALAN R 100 GLENBOROUGH DRIVE, SUITE 100 HOUSTON, TX 77067

Retired Sr. VP International 9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

Signatures

Arnold J. Johnson, Attorney-in-Fact 05/30/2008

**Signature of Reporting Person

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).
- Holdings under the Company's 401(k) Plan are reported in units by the plan administrator. The units represent shares of Company common stock. The number of shares represented by the units is based upon the plan statement as of May 28, 2008 and calculated by dividing the aggregate unit balance under the 401(k) by the closing price of the Company's common stock on that date.

(2)

Reporting Owners 2

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This reported transaction reflects the forfeiture by the reporting person of shares of restricted stock to Noble Energy, Inc. as a result of the reporting person's retirement from the Company.

Remarks:

Column 5 of Table 1 includes 3,193 restricted shares of Noble Energy, Inc. Common Stock directly held by the reporting personal stock directly held by the repor

Mr. Bullington retired from the Company effective May 1, 2008 and is no longer subject to Section 16.

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.