

EDELMAN THOMAS J
Form 4
March 11, 2009

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

2. Issuer Name and Ticker or Trading Symbol
NOBLE ENERGY INC [NBL]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
100 GLENBOROUGH DRIVE,
SUITE 100

3. Date of Earliest Transaction
(Month/Day/Year)
03/09/2009

____ Director
____ Officer (give title below)
____ 10% Owner
____ Other (specify below)

(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 Person

HOUSTON, TX 77067

(City) (State) (Zip)

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					1,100,000	I	Deferred Comp. Plans
Noble Energy, Inc. Common Stock	03/09/2009		M		\$ 112,726	A	\$ 21.485
Noble Energy, Inc. Common Stock	03/09/2009		S		2,800	D	\$ 42.84
Noble Energy, Inc. Common Stock	03/09/2009				1,077,750	D	

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Inc. Common Stock							
Noble Energy, Inc. Common Stock	03/09/2009	S	100	D	\$ 42.85	1,077,650	D
Noble Energy, Inc. Common Stock	03/09/2009	S	600	D	\$ 42.86	1,077,050	D
Noble Energy, Inc. Common Stock	03/09/2009	S	800	D	\$ 42.87	1,076,250	D
Noble Energy, Inc. Common Stock	03/09/2009	S	700	D	\$ 42.88	1,075,550	D
Noble Energy, Inc. Common Stock	03/09/2009	S	5,000	D	\$ 43	1,070,550	D
Noble Energy, Inc. Common Stock	03/09/2009	S	2,988	D	\$ 43.13	1,067,562	D
Noble Energy, Inc. Common Stock	03/09/2009	S	4,700	D	\$ 43.14	1,062,862	D
Noble Energy, Inc. Common Stock	03/09/2009	S	11,264	D	\$ 43.15	1,051,598	D
Noble Energy, Inc.	03/09/2009	S	1,512	D	\$ 43.16	1,050,086	D

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Common Stock							
Noble Energy, Inc. Common Stock	03/09/2009	S	700	D	\$ 43.17	1,049,386	D
Noble Energy, Inc. Common Stock	03/09/2009	S	2,200	D	\$ 43.18	1,047,186	D
Noble Energy, Inc. Common Stock	03/09/2009	S	2,200	D	\$ 43.19	1,044,986	D
Noble Energy, Inc. Common Stock	03/09/2009	S	17,911	D	\$ 43.2	1,027,075	D
Noble Energy, Inc. Common Stock	03/09/2009	S	4,345	D	\$ 43.21	1,022,730	D
Noble Energy, Inc. Common Stock	03/09/2009	S	3,400	D	\$ 43.22	1,019,330	D
Noble Energy, Inc. Common Stock	03/09/2009	S	600	D	\$ 43.27	1,018,730	D
Noble Energy, Inc. Common Stock	03/09/2009	S	5,000	D	\$ 43.28	1,013,730	D
Noble Energy, Inc. Common	03/09/2009	S	12,500	D	\$ 43.3	1,001,230	D

Stock							
Noble Energy, Inc. Common Stock	03/09/2009	S	11,841	D	\$ 43.4	989,389	D
Noble Energy, Inc. Common Stock	03/09/2009	S	2,000	D	\$ 43.41	987,389	D
Noble Energy, Inc. Common Stock	03/09/2009	S	2,300	D	\$ 43.44	985,089	D
Noble Energy, Inc. Common Stock	03/09/2009	S	8,732	D	\$ 43.45	976,357	D
Noble Energy, Inc. Common Stock	03/09/2009	S	126	D	\$ 43.46	976,231	D
Noble Energy, Inc. Common Stock	03/09/2009	S	4,907	D	\$ 43.47	971,324	D
Noble Energy, Inc. Common Stock	03/09/2009	S	3,500	D	\$ 43.48	967,824	D

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

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

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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 Number Shares
Employee Stock Option Grant (right to buy)	\$ 21.485	03/09/2009		M		112,726	05/16/2005 03/22/2009	Noble Energy, Inc. Common Stock	112,7

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

EDELMAN THOMAS J
 100 GLENBOROUGH DRIVE, SUITE 100
 HOUSTON, TX 77067

Signatures

Arnold J. Johnson, Attorney-in-Fact 03/11/2009

**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 1 includes 1,559 restricted shares of Noble Energy, Inc. Common Stock directly held by the reporting person.
 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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