#### JOHNSON ARNOLD J

Form 4

February 01, 2011

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

OMB Number:

3235-0287 January 31,

0.5

Check this box if no longer

subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Expires: 2005 Estimated average

**OMB APPROVAL** 

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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).

Stock

(Print or Type Responses)

1. Name and Address of Reporting Person * JOHNSON ARNOLD J		Symb	2. Issuer Name and Ticker or Trading Symbol NOBLE ENERGY INC [NBL]			5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First) (N	Middle) 3. Da	e of Earliest T	ransaction		-	(Chec	ck all applicable	:)
` '	BOROUGH DRIV	(Mon	h/Day/Year) 0/2011				Director Officer (give below) Sr. VP C		Owner er (specify
	(Street)		mendment, Da		l		6. Individual or Jo	oint/Group Filin	ig(Check
HOUSTON	T, TX 77067	Flied	Month/Day/Yea	;)			Applicable Line) _X_ Form filed by N Form filed by N Person	One Reporting Pe More than One Re	
(City)	(State)	(Zip)	able I - Non-I	Derivative	Secur	rities Acq	uired, Disposed o	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date any (Month/Day/Ye	Code ar) (Instr. 8)	4. Securi on(A) or Di (Instr. 3,	ispose	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							2,662 (1)	I	401(k)
Noble Energy, Inc. Common	01/30/2011		F	651 (2)	D	\$ 85.63	33,055	D	

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	2. Conversion	3. Transaction Date (Month/Day/Year)		4.	5. onNumber	6. Date Exerc Expiration D		7. Titl		8. Price of Derivative	9. Nu Deriv
Security (Instr. 3)	or Exercise Price of Derivative Security	(Month/Day/Tear)	any (Month/Day/Year)	Code (Instr. 8)	of	(Month/Day/e		Under Securi	rlying	Security (Instr. 5)	Secur Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

## **Reporting Owners**

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

JOHNSON ARNOLD J 100 GLENBOROUGH DRIVE, SUITE 100 HOUSTON, TX 77067

Sr. VP Gen. Counsel & Sec.

## **Signatures**

Arnold J.

Johnson 02/01/2011

\*\*Signature of Reporting Person

# **Explanation of Responses:**

If the form is filed by more than one reporting person, see Instruction 4(b)(v).

Date

- 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 January 28, 2011 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.
- This reported transaction reflects shares relinquished to Noble Energy, Inc. by the reporting person out of, and to cover estimated tax witholding for, restricted shares granted on January 30, 2009, and vesting on January 30, 2011. The stock price reflected in Table I Column 4 was determined based on "fair market value," defined in the Noble Energy, Inc. 1992 Stock Option and Restricted Stock Plan as the average of the reported high and low trading price of Noble Energy, Inc. common stock on the NYSE on January 28, 2011.

#### **Remarks:**

Reporting Owners 2

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Column 5 of Table 1 includes 16,303 restricted shares of Noble Energy, Inc. Common Stock directly held by the reporting per 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.