Cook Rodney D. Form 4 April 11, 2011

FORM 4

OMB APPROVAL

Expires:

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

OMB 3235-0287 Number: January 31,

Check this box if no longer subject to Section 16. Form 4 or

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

2005 Estimated average burden hours per 0.5 response...

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 Address of Reporting Person * Cook Rodney D.			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)	3. Date of Earliest Transaction	(Check all applicable)			
100 GLENBOROUGH DRIVE, SUITE 100		RIVE,	(Month/Day/Year) 04/08/2011	Director 10% Owner Officer (give title below)			
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line)			
HOUSTON, TX 77067				_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			

(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)	Code (Instr. 8)	4. Securities 2. ction(A) or Dispose (Instr. 3, 4 and 8)		l of (D) 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)
Noble Energy, Inc. Common Stock	04/08/2011		Code V M	Amount 432	(D)	Price \$ 22.23	50,761	D	
Noble Energy, Inc. Common Stock	04/08/2011		M	4,224	A	\$ 29.87	54,985	D	
Noble Energy,	04/08/2011		M	12,500	A	\$ 38.34	67,485	D	

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Inc. Common Stock							
Noble Energy, Inc. Common Stock	04/08/2011	S	8,103 (1)	D	\$ 96.74	59,382	D
Noble Energy, Inc. Common Stock	04/08/2011	S	9,053 (2)	D	\$ 97.26	50,329	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)	orDerivative		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 or Number of Shares
Employee Stock Option Grant (right to buy)	\$ 22.23	04/08/2011		M		432	02/01/2005	02/01/2014	Noble Energy, Inc. Common Stock	432
Employee Stock Option Grant (right to buy)	\$ 29.87	04/08/2011		M		4,224	02/01/2006	02/01/2015	Noble Energy, Inc. Common Stock	4,224
Employee Stock	\$ 38.34	04/08/2011		M		12,500	06/16/2007	06/16/2016	Noble Energy,	12,500

Option Inc.
Grant Common (right to buy)

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Cook Rodney D. 100 GLENBOROUGH DRIVE, SUITE 100 HOUSTON, TX 77067

Sr. VP International

Signatures

Arnold J. Johnson, Attorney-in-Fact

**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).
- The sale price reported in Column 4 of Table 1 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$96.28 to \$96.99, inclusive. The reporting person undertakes to provide to Noble Energy, Inc., any shareholder of Noble Energy, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within such range.
- The sale price reported in Column 4 of Table 1 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$97 to \$97.51, inclusive. The reporting person undertakes to provide to Noble Energy, Inc., any shareholder of Noble Energy, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within such range.

Remarks:

Column 5 of Table 1 includes 24,076 restricted shares of Noble Energy, Inc. Common Stock directly held by the reporting per

Transactions pursuant to a Rule 10b5-1 trading plan.

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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