

JACKSON MARK A  
Form 4  
May 03, 2005

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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 \*  
JACKSON MARK A

(Last) (First) (Middle)  
13135 SO. DAIRY  
ASHFORD, SUITE 800  
(Street)

SUGAR LAND, TX 77478

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
NOBLE CORP [NE]

3. Date of Earliest Transaction (Month/Day/Year)  
04/29/2005

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)  
SVP-Finance, CFO, Treasurer

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)
Ordinary Shares	04/29/2005		A	13,500	A \$ 0 0	D	
Ordinary Shares	04/29/2005		A	20,850	D \$ 0 116,373.3003 (1) (2)	D	
Ordinary Shares					388.2925 (3)	I	By Trust

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. 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)	8. Title and Amount of Derivative Securities (Instr. 5)
Stock Options	\$ 51.55	04/29/2005		A	24,700	<sup>(4)</sup> 04/29/2015	Ordinary Shares	24,700

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JACKSON MARK A 13135 SO. DAIRY ASHFORD SUITE 800 SUGAR LAND, TX 77478			SVP-Finance, CFO, Treasurer	

## Signatures

/s/ Mark A. Jackson                      04/29/2005

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).
- \*Includes 1,841.3003 shares related to phantom stock units allocated to the Reporting Person under the Noble Drilling Corporation 401(k) Savings Restoration Plan, which units are payable to the Reporting Person in Ordinary Shares or cash upon any distribution of such units from such plan. Reporting Person improperly overstated total number of directly held securities in column 5 by 1,000 shares on
- (1) Form 4 filing dated September 1, 2004; by 2,000 shares on subsequent Form 4 filing dated September 1, 2004; by 2,528 shares on subsequent Form 4 filing dated September 1, 2004 and by 3,528 shares on subsequent Form 4 filings dated September 1, 2004; September 10, 2004; September 30, 2004; October 11, 2004; October 27, 2004; two Form 4 filings on November 22, 2004; November 23, 2004; November 24, 2004; December 21, 2004; January 31, 2005; February 2, 2005; and February 11, 2005.
- (2) Also includes 13,500 ordinary shares granted as Time Vested Restricted Stock and 20,850 ordinary shares granted as Performance Vested Restricted Stock.
- (3) Shares are held in the Noble Drilling Corporation 401(k) Savings Plan Trust.
- (4) Represents option to purchase 24,700 shares with a vesting schedule of 8,233 shares on 4/29/06; 8,233 shares on 4/29/07; and 8,234 shares on 4/29/08.

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.