

NOBLE ENERGY INC

Form 4

February 05, 2007

**FORM 4**
**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
JOHNSON ARNOLD J

(Last) (First) (Middle)

100 GLENBOROUGH DRIVE,  
SUITE 100

(Street)

HOUSTON, TX 77067

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/01/2007

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 \_\_\_\_ Other (specify  
below) below)  
VP General Counsel & Secretary

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_X\_ 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<br>Security<br>(Instr. 3)    | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
|                                          |                                         |                                                             | Code                                 | V                                                                          | Amount<br>(A)<br>or<br>(D)                                                                                         | Price                                                                |                                                                   |
| Noble<br>Energy, Inc.<br>Common<br>Stock |                                         |                                                             |                                      |                                                                            | 2,347 <sup>(1)</sup>                                                                                               |                                                                      | I 401(k)                                                          |
| Noble<br>Energy, Inc.<br>Common<br>Stock | 02/01/2007                              |                                                             | A                                    |                                                                            | 8,699<br><sup>(2)</sup>                                                                                            | A \$ 0 18,107                                                        | D                                                                 |

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

**Persons who respond to the collection of  
information contained in this form are not**

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(9-02)

required to respond unless the form displays a currently valid OMB control number.

**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 Security (Instr. 3 and 4) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------------|
| Employee Stock Option Grant (right to buy) | \$ 53.42                                               | 02/01/2007                           |                                                    | A                              | 24,505                                                                                  | 02/01/2008 <sup>(3)</sup> 02/01/2017                     | Noble Energy, Inc. Common Stock 24,505                      |

## Reporting Owners

| Reporting Owner Name / Address                                            | Relationships |           |                                |       |
|---------------------------------------------------------------------------|---------------|-----------|--------------------------------|-------|
|                                                                           | Director      | 10% Owner | Officer                        | Other |
| JOHNSON ARNOLD J<br>100 GLENBOROUGH DRIVE, SUITE 100<br>HOUSTON, TX 77067 |               |           | VP General Counsel & Secretary |       |

## Signatures

Arnold J. Johnson  
02/05/2007  
\*\*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).
- Holdings under the Company's 401(k) Plan are reported in units by the plan administrator. The units represent shares of Company
- (1) common stock. The number of shares represented by the units is based upon the February 1, 2007 plan statement 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) Restricted shares of Noble Energy, Inc. Common Stock subject to a 3-year restriction, granted under the 1992 Stock Option and Restricted Stock Plan.
  - (3) Options vest 1/3 each year for three years.

**Remarks:**

Column 5. of Table I includes 15,135 restricted shares of Noble Energy, Inc. Common Stock directly held by Mr. Johnson.

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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