

Walker Thomas Hodge
Form 3
February 21, 2018

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *

Walker Thomas Hodge
(Last) (First) (Middle)

1001 NOBLE ENERGY WAY
(Street)

HOUSTON, TX 77070

(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)
02/19/2018

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

4. Relationship of Reporting
Person(s) to Issuer

(Check all applicable)

____ Director ____ 10% Owner
____ Officer ____ Other
(give title below) (specify below)
SVP, U.S. Onshore

5. If Amendment, Date Original
Filed(Month/Day/Year)

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 Beneficially Owned

1. Title of Security
(Instr. 4)

2. Amount of Securities
Beneficially Owned
(Instr. 4)

3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)

4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

Noble Energy, Inc. Common Stock

41,578

D

^

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

SEC 1473 (7-02)

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information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.**

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

1. Title of Derivative Security
(Instr. 4)

2. Date Exercisable and
Expiration Date
(Month/Day/Year)

Date Expiration
Exercisable Date

3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)

Title Amount or
Number of

4. Conversion
or Exercise
Price of
Derivative
Security

5. Ownership
Form of
Derivative
Security:
Direct (D)
or Indirect

6. Nature of Indirect
Beneficial
Ownership
(Instr. 5)

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				Shares		(I) (Instr. 5)	
Employee Stock Option Grant (Right to Buy)	Â (1)	01/30/2019	Noble Energy, Inc. Common Stock	6,268	\$ 25.1025	D	Â
Employee Stock Option Grant (Right to Buy)	Â (1)	02/01/2020	Noble Energy, Inc. Common Stock	4,470	\$ 37.545	D	Â
Employee Stock Option Grant (Right to Buy)	Â (1)	02/01/2021	Noble Energy, Inc. Common Stock	4,852	\$ 45.2025	D	Â
Employee Stock Option Grant (Right to Buy)	Â (1)	02/01/2022	Noble Energy, Inc. Common Stock	4,958	\$ 50.91	D	Â
Employee Stock Option Grant (Right to Buy)	Â (1)	02/01/2023	Noble Energy, Inc. Common Stock	6,316	\$ 54.595	D	Â
Employee Stock Option Grant (Right to Buy)	Â (1)	01/31/2024	Noble Energy, Inc. Common Stock	4,491	\$ 62.33	D	Â
Employee Stock Option Grant (Right to Buy)	Â (1)	01/30/2025	Noble Energy, Inc. Common Stock	12,034	\$ 47.74	D	Â
Employee Stock Option Grant (Right to Buy)	Â (1)	02/01/2026	Noble Energy, Inc. Common Stock	17,244	\$ 31.65	D	Â
Phantom Unit	02/01/2019	02/01/2019	Noble Energy, Inc. Common	5,502	\$ (2)	D	Â

Employee Stock Option Grant (Right to Buy)	Â (1)	02/01/2027	Stock	10,055	\$ 39.46	D	Â
			Noble Energy, Inc. Common Stock				
Employee Stock Option Grant (Right to Buy)	Â (3)	02/01/2028	Stock	14,326	\$ 30.89	D	Â
			Noble Energy, Inc. Common Stock				

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Walker Thomas Hodge 1001 NOBLE ENERGY WAY HOUSTON, TX 77070	Â	Â	Â SVP, U.S. Onshore	Â

Signatures

/s/ Aaron G. Carlson,
Attorney-in-Fact

02/21/2018

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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).

(1) The option is exercisable in three equal annual installments beginning one year after the date of grant.

(2) Each phantom unit is the economic equivalent of one share of Noble Energy, Inc. Common Stock, to be settled in cash upon vesting and subject to a maximum settlement value of \$126.60 per unit plus the equivalent value of accrued and unpaid dividends. Phantom units were granted under the 1992 Plan and will vest three years after the date of grant upon, and subject to a formula related to, the Company's achievement of certain levels of total shareholder return (TSR) relative to a pre-determined industry peer group.

(3) The option is exercisable in three equal annual installments beginning one year after the date of grant, granted under the 2017 Plan.

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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