

DAY JAMES C

Form 4

December 21, 2006

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
DAY JAMES C

(Last) (First) (Middle)

13135 SOUTH 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)
12/19/2006

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)

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Ordinary Shares	12/19/2006		M		100,000	A	\$ 28.31
Ordinary Shares	12/19/2006		S		100,000	D	\$ 78.2954
Ordinary Shares	12/19/2006		M		20,000	A	\$ 21.625
Ordinary Shares	12/19/2006		S		20,000	D	\$ 78.2954
Ordinary Shares	12/19/2006		M		33,334	A	\$ 21.44

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Ordinary Shares	12/19/2006	S	33,334	D	\$ 78.2954	0	D	
Ordinary Shares	12/19/2006	M	125,000	A	\$ 31.1	125,000	D	
Ordinary Shares	12/19/2006	S	125,000	D	\$ 78.2954	0	D	
Ordinary Shares						394,717	D	
Ordinary Shares						7,997 ⁽¹⁾	I	By Trust

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)	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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount of Number of Shares
Employee Stock Option Right to Buy	\$ 28.31	12/19/2006		M	100,000	⁽²⁾ 01/28/2008	Ordinary Shares 100,000
Employee Stock Option Right to Buy	\$ 21.625	12/19/2006		M	20,000	⁽³⁾ 07/23/2008	Ordinary Shares 20,000
Employee Stock Option Right to Buy	\$ 21.44	12/19/2006		M	33,334	⁽⁴⁾ 10/28/2009	Ordinary Shares 33,334
Employee Stock	\$ 31.1	12/19/2006		M	125,000	⁽⁵⁾ 07/26/2011	Ordinary Shares 125,000

Option
Right to
Buy

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
DAY JAMES C 13135 SOUTH DAIRY ASHFORD SUITE 800 SUGAR LAND, TX 77478	X

Signatures

/s/ James C. Day 12/21/2006

__Signature of Date
Reporting Person

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).
- (1) Shares held in the Noble Drilling Corporation 401(k Savings Plan Trust.
- (2) Represents option to purchase 100,000 shares of the 100,000 shares granted on 1/28/98 with a vesting schedule of 33,333 on 1/28/99; 33,333 on 1/28/00; and 33,334 on 1/28/01.
- (3) Represents option to purchase 20,000 shares of the 50,000 shares granted on 7/23/98 with a vesting schedule of 16,666 on 7/23/99; 16,667 on 7/23/00; and 16,667 on 7/23/01.
- (4) Represents option to purchase 33,334 shares of the 100,000 shares granted on 10/28/99 with a vesting schedule of 33,333 on 10/28/00; 33,333 on 10/28/01; and 33,334 on 10/28/02.
- (5) Represents option to purchase 125,000 shares of the 125,000 shares granted on 7/26/01 with a vesting schedule of 41,666 on 7/26/02; 41,667 on 7/26/03; and 41,667 on 7/26/04.

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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