

NOBLE ENERGY INC

Form 4

May 18, 2005

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
EDELMAN THOMAS 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)
05/16/2005

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)

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 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)
Noble Energy, Inc., Common Stock	05/16/2005		A	0 ⁽¹⁾	A \$ 0 0	D	
Noble Energy, Inc., Restricted Stock Award	05/16/2005		A	2,400	A \$ 0 2,400	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)	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 An Underlying Sec (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	A N S
Employee Stock Option Grant (right to buy)	\$ 12.04	05/16/2005		A		222,852		05/16/2005	02/21/2006	Noble Energy, Inc., Common Stock	2
Employee Stock Option Grant (right to buy)	\$ 13.72	05/16/2005		A		274,614		05/16/2005	02/19/2007	Noble Energy, Inc., Common Stock	2
Employee Stock Option Grant (right to buy)	\$ 22.6	05/16/2005		A		276,643		05/16/2005	03/07/2008	Noble Energy, Inc., Common Stock	2
Employee Stock Option Grant (right to buy)	\$ 42.97	05/16/2005		A		156,363		05/16/2005	03/22/2009	Noble Energy, Inc., Common Stock	
Employee Stock Option Grant (right to buy)	\$ 64.1	05/16/2005		A		132,307		05/16/2005	02/22/2010	Noble Energy, Inc., Common Stock	
Non-Employee Director Stock Option Grant (right to buy)	\$ 66.87	05/16/2005		A		5,600		05/16/2006	05/16/2015	Noble Energy, Inc., Common Stock	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
EDELMAN THOMAS J 100 GLENBOROUGH DRIVE, SUITE 100 HOUSTON, TX 77067				

Signatures

Thomas J.
Edelman 05/18/2005

__Signature of Reporting Person Date

Arnold J.
Johnson, POA 05/18/2005

__Signature of Reporting Person Date

Chris Tong, POA 05/18/2005

__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).

Mr. Edelman has the right to receive shares of common stock of Noble Energy, Inc., in exchange for shares of common stock of Patina Oil & Gas Corporation as of the effective date of the merger of Noble Energy, Inc. and Patina Oil & Gas Corporation. The number of

- (1) shares of common stock to be received by Mr. Edelman is subject to a conversion computation which has not been completed as of the date of this filing. Mr. Edelman will report the number of shares (direct and indirect) of common stock received pursuant to the conversion computation on an amendment to this filing.
- (2) Received in the merger in exchange for an option to acquire 370556 shares of Patina common stock at an exercise price of \$7.24 per share.
- (3) Received in the merger in exchange for an option to acquire 456626 shares of Patina common stock at an exercise price of \$8.25 per share.
- (4) Received in the merger in exchange for an option to acquire 460000 shares of Patina common stock at an exercise price of \$13.59 per share.
- (5) Received in the merger in exchange for an option to acquire 260000 shares of Patina common stock at an exercise price of \$25.84 per share.
- (6) Received in the merger in exchange for an option to acquire 220000 shares of Patina common stock at an exercise price of \$38.55 per share.

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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