

SMITH BRUCE A
Form 4
July 24, 2008

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 *
SMITH BRUCE A

(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)
07/23/2008

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)
ex-Director

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)	(A) or (D)	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)
Noble Energy, Inc. Common Stock	07/23/2008		M	10,000	A	\$ 17.85 10,000	D	
Noble Energy, Inc. Common Stock	07/23/2008		M	10,000	A	\$ 22.1 20,000	D	
Noble Energy,	07/23/2008		S	300	D	\$ 76.94 19,700	D	

Inc. Common Stock							
Noble Energy, Inc. Common Stock	07/23/2008	S	100	D	\$ 76.92	19,600	D
Noble Energy, Inc. Common Stock	07/23/2008	S	300	D	\$ 76.91	19,300	D
Noble Energy, Inc. Common Stock	07/23/2008	S	100	D	\$ 76.9	19,200	D
Noble Energy, Inc. Common Stock	07/23/2008	S	700	D	\$ 76.89	18,500	D
Noble Energy, Inc. Common Stock	07/23/2008	S	700	D	\$ 76.86	17,800	D
Noble Energy, Inc. Common Stock	07/23/2008	S	600	D	\$ 76.85	17,200	D
Noble Energy, Inc. Common Stock	07/23/2008	S	600	D	\$ 76.84	16,600	D
Noble Energy, Inc. Common Stock	07/23/2008	S	800	D	\$ 76.83	15,800	D
Noble Energy, Inc.	07/23/2008	S	700	D	\$ 76.82	15,100	D

Common Stock							
Noble Energy, Inc. Common Stock	07/23/2008	S	800	D	\$ 76.77	14,300	D
Noble Energy, Inc. Common Stock	07/23/2008	S	100	D	\$ 76.75	14,200	D
Noble Energy, Inc. Common Stock	07/23/2008	S	1,913	D	\$ 76.74	12,287	D
Noble Energy, Inc. Common Stock	07/23/2008	S	500	D	\$ 76.73	11,787	D
Noble Energy, Inc. Common Stock	07/23/2008	S	2,200	D	\$ 76.71	9,587	D
Noble Energy, Inc. Common Stock	07/23/2008	S	187	D	\$ 76.7	9,400	D
Noble Energy, Inc. Common Stock	07/23/2008	S	4,200	D	\$ 76.69	5,200	D
Noble Energy, Inc. Common Stock	07/23/2008	S	4,200	D	\$ 76.68	1,000	D
Noble Energy, Inc. Common	07/23/2008	S	1,000	D	\$ 76.67	0	D

Stock

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 Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-Employee Director Stock Option Grant (right to buy)	\$ 17.85	07/23/2008		M		10,000		02/01/2004	02/01/2013	Noble Energy, Inc. Common Stock	10,000
Non-Employee Director Stock Option Grant (right to buy)	\$ 22.1	07/23/2008		M		10,000		02/01/2005	02/01/2014	Noble Energy, Inc. Common Stock	10,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SMITH BRUCE A 100 GLENBOROUGH DRIVE, SUITE 100 HOUSTON, TX 77067				ex-Director

Signatures

Arnold J. Johnson,
Attorney-in-Fact 07/24/2008

__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).

Remarks:

Mr. Smith resigned from the Board of Directors on February 1, 2008 and is no longer subject to Section 16.

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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