

NOBLE ENERGY INC

Form 4

June 02, 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 *
CAWLEY MICHAEL 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)
05/31/2005

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 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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)			
			Code	V	Amount		Price
Noble Energy, Inc., Common Stock	05/31/2005		M		6,000	A	\$ 37.625
					6,800		D
Noble Energy, Inc., Common Stock	05/31/2005		M		6,000	A	\$ 39.625
					12,800		D
Noble Energy,	05/31/2005		M		6,000	A	\$ 37.75
					18,800		D

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Inc.,
Common
Stock

Noble
Energy,

Inc., 05/31/2005
Common
Stock

M 4,286 A \$ 27.5 23,086 D

Noble
Energy,

Inc., 05/31/2005
Common
Stock

M 5,000 A \$ 37.25 28,086 D

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

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SEC 1474
(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)	\$ 37.625	05/31/2005		M		6,000		07/01/1997	07/01/2006	Noble Energy, Inc., Common Stock	6,000
Non-Employee Director Stock Option Grant (right to buy)	\$ 39.625	05/31/2005		M		6,000		07/01/1998	07/01/2007	Noble Energy, Inc., Common Stock	6,000
Non-Employee Director Stock Option Grant	\$ 37.75	05/31/2005		M		6,000		07/01/1999	07/01/2008	Noble Energy, Inc.,	6,000

(right to buy)

Non-Employee
Director Stock
Option Grant
(right to buy)

\$ 27.5

05/31/2005

M

4,286

07/01/2000

07/01/2009

Common
Stock

Noble
Energy,
Inc.,
Common
Stock

4,2

Non-Employee
Director Stock
Option Grant
(right to buy)

\$ 37.25

05/31/2005

M

5,000

07/01/2001

07/01/2010

Noble
Energy,
Inc.,
Common
Stock

5,0

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

CAWLEY MICHAEL A
100 GLENBOROUGH DRIVE, SUITE 100
HOUSTON, TX 77067

Signatures

Michael A.
Cawley

06/02/2005

__Signature of Reporting
Person

Date

Arnold J.
Johnson, POA

06/02/2005

__Signature of Reporting
Person

Date

Chris Tong, POA

06/02/2005

__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).

Remarks:

The transactions reported on this Form 4 reflect the acquisition of 27286 shares of common stock pursuant to the exercise of N

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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