

EDELMAN THOMAS J

Form 4

December 21, 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

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(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)  
12/20/2005

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)  (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	12/20/2005		M	36,700 A	\$ 6.02 1,297,900	D	
Noble Energy, Inc., Common Stock	12/20/2005		S	3,000 D	\$ 41.96 1,294,900	D	
Noble Energy, Inc., Common Stock	12/20/2005		S	5,000 D	\$ 41.97 1,289,900	D	

Inc.,  
Common  
Stock

Noble  
Energy,  
Inc.,  
Common  
Stock

12/20/2005

S

6,100

D

\$  
41.98

1,283,800

D

Noble  
Energy,  
Inc.,  
Common  
Stock

12/20/2005

S

7,000

D

\$ 42

1,276,800

D

Noble  
Energy,  
Inc.,  
Common  
Stock

12/20/2005

S

3,000

D

\$  
42.01

1,273,800

D

Noble  
Energy,  
Inc.,  
Common  
Stock

12/20/2005

S

100

D

\$  
42.05

1,273,700

D

Noble  
Energy,  
Inc.,  
Common  
Stock

12/20/2005

S

11,600

D

\$  
42.25

1,262,100

D

Noble  
Energy,  
Inc.,  
Common  
Stock

12/20/2005

S

300

D

\$  
42.26

1,261,800

D

Noble  
Energy,  
Inc.,  
Common  
Stock

12/20/2005

S

600

D

\$  
42.27

1,261,200

D

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

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

SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

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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 or Number of Shares
Employee Stock Option Grant (right to buy)	\$ 6.02	12/20/2005		M		36,700		05/16/2005	02/21/2006	Noble Energy, Inc., Common Stock	36,700

## 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 12/21/2005

\_\_Signature of Reporting  
Person Date

Arnold J.  
Johnson, POA 12/21/2005

\_\_Signature of Reporting  
Person Date

Chris Tong, POA 12/21/2005

\_\_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:

Column 5. of Table I includes 4,800 restricted shares of Noble Energy, Inc. Common Stock

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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