

EDELMAN THOMAS J

Form 4

January 06, 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
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)
01/04/2006

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)
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(A) or Disposed of (D) Code (Instr. 8)	4. Securities Acquired (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)
			Code	V	Amount	Price	
Noble Energy, Inc., Common Stock	01/04/2006		M		45,000	A \$ 6.02	1,304,700 D
Noble Energy, Inc., Common Stock	01/04/2006		S		10,000	D \$ 41.5	1,294,700 D
Noble Energy, Inc., Common Stock	01/04/2006		S		16,200	D \$ 41.85	1,278,500 D

Inc.,
Common
Stock

Noble
Energy,
Inc.,
Common
Stock

01/04/2006

S

800

D

\$
41.86

1,277,700

D

Noble
Energy,
Inc.,
Common
Stock

01/04/2006

S

100

D

\$
41.95

1,277,600

D

Noble
Energy,
Inc.,
Common
Stock

01/04/2006

S

400

D

\$ 42

1,277,200

D

Noble
Energy,
Inc.,
Common
Stock

01/04/2006

S

14,600

D

\$
42.05

1,262,600

D

Noble
Energy,
Inc.,
Common
Stock

01/04/2006

S

600

D

\$
42.06

1,262,000

D

Noble
Energy,
Inc.,
Common
Stock

01/04/2006

S

100

D

\$
42.09

1,261,900

D

Noble
Energy,
Inc.,
Common
Stock

01/04/2006

S

400

D

\$ 42.1

1,261,500

D

Noble
Energy,
Inc.,
Common
Stock

01/04/2006

S

1,800

D

\$
42.05

1,259,700

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**

SEC 1474
(9-02)

required to respond unless the form displays a currently valid OMB control number.

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 or Number of Shares
Employee Stock Option Grant (right to buy)	\$ 6.02	01/04/2006		M	45,000	05/16/2005 02/21/2006	Noble Energy, Inc., Common Stock 45,000

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 01/06/2006

__Signature of Reporting Person Date

Arnold J. Johnson, POA 01/06/2006

__Signature of Reporting Person Date

Chris Tong, POA 01/06/2006

__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.

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