

POILLION WILLIAM A JR  
Form 4  
February 02, 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  
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2005  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**POILLION WILLIAM A JR**

(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)  
**01/31/2006**

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)  
Retired Officer

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 Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price			
Noble Energy, Inc., Common Stock								0 <u>(1)</u>	I	401(k)
Noble Energy, Inc., Common Stock	01/31/2006		M		20,000	A	\$ 17.6825	51,263	D	
Noble Energy, Inc., Common Stock	01/31/2006		M		5,508	A	\$ 22.2325	56,771	D	

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Inc., Common Stock							
Noble Energy, Inc., Common Stock	01/31/2006	S	100	D	\$ 46.12	56,671	D
Noble Energy, Inc., Common Stock	01/31/2006	S	600	D	\$ 46.13	56,071	D
Noble Energy, Inc., Common Stock	01/31/2006	S	700	D	\$ 46.14	55,371	D
Noble Energy, Inc., Common Stock	01/31/2006	S	2,100	D	\$ 46.15	53,271	D
Noble Energy, Inc., Common Stock	01/31/2006	S	500	D	\$ 46.16	52,771	D
Noble Energy, Inc., Common Stock	01/31/2006	S	300	D	\$ 46.17	52,471	D
Noble Energy, Inc., Common Stock	01/31/2006	S	400	D	\$ 46.18	52,071	D
Noble Energy, Inc., Common Stock	01/31/2006	S	7,300	D	\$ 46.2	44,771	D
Noble Energy, Inc.,	01/31/2006	S	500	D	\$ 46.21	44,271	D

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Common  
Stock

Noble  
Energy,  
Inc.,  
Common  
Stock

01/31/2006

S

100

D

\$ 46.23

44,171

D

Noble  
Energy,  
Inc.,  
Common  
Stock

01/31/2006

S

1,500

D

\$ 46.24

42,671

D

Noble  
Energy,  
Inc.,  
Common  
Stock

01/31/2006

S

5,900

D

\$ 46.25

36,771

D

Noble  
Energy,  
Inc.,  
Common  
Stock

01/31/2006

S

5,900

D

\$ 46.25

30,871

D

Noble  
Energy,  
Inc.,  
Common  
Stock

01/31/2006

S

1,208

D

\$ 46.24

29,663

D

Noble  
Energy,  
Inc.,  
Common  
Stock

01/31/2006

S

300

D

\$ 46.23

29,363

D

Noble  
Energy,  
Inc.,  
Common  
Stock

01/31/2006

S

400

D

\$ 46.21

28,963

D

Noble  
Energy,  
Inc.,  
Common  
Stock

01/31/2006

S

9,000

D

\$ 46.2

19,963

D

Noble  
Energy,  
Inc.,  
Common

01/31/2006

S

1,100

D

\$ 46.19

18,863

D

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Stock

Noble  
Energy,  
Inc.,  
Common  
Stock

01/31/2006

S

200

D

\$ 46.18

18,663

D

Noble  
Energy,  
Inc.,  
Common  
Stock

01/31/2006

S

600

D

\$ 46.16

18,063

D

Noble  
Energy,  
Inc.,  
Common  
Stock

01/31/2006

S

1,292

D

\$ 46.15

16,771

D

Noble  
Energy,  
Inc.,  
Common  
Stock

01/31/2006

S

1,508

D

\$ 46.15

15,263

D

Noble  
Energy,  
Inc.,  
Common  
Stock

01/31/2006

S

1,000

D

\$ 46.14

14,263

D

Noble  
Energy,  
Inc.,  
Common  
Stock

01/31/2006

S

3,000

D

\$ 46.1

11,263

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)

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,	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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and 5)

	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option Grant (right to buy)							Noble Energy, Inc., Common Stock	20,000
		\$ 17.6825	01/31/2006	M	20,000	02/01/2004 02/01/2013		
Employee Stock Option Grant (right to buy)							Noble Energy, Inc., Common Stock	5,508
		\$ 22.2325	01/31/2006	M	5,508	02/01/2005 02/01/2014		

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
POILLION WILLIAM A JR 100 GLENBOROUGH DRIVE, SUITE 100 HOUSTON, TX 77067				Retired Officer

## Signatures

William A.  
Poillion 02/02/2006

\_\_Signature of Reporting Person Date

Arnold J.  
Johnson, POA 02/02/2006

\_\_Signature of Reporting Person Date

Chris Tong, POA 02/02/2006

\_\_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).
- (1) On December 2, 2005, Mr. Poillion converted the value of his 401k holdings in units of Noble Energy, Inc. Common Stock to other investments within his 401k plan

### Remarks:

Column 5. of Table I includes 3,279 restricted shares of Noble Energy, Inc. Common Stock

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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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