### Edgar Filing: GRUBMAN ERIC P - Form 4

Form 4											
February 05											
FORM	S SECURITIES AND EXCHANGE COMMISSI Washington, D.C. 20549						OMB AF OMB Number:	PROVAL 3235-0287			
Check th			v v u	511115001,	, D.C. 20				Expires:	January 31,	
Subject to Section 16. Form 4 or			F CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES						Extimated average burden hours per response 0.4		
obligation may con	Form 5 obligations may continue. See Instruction 1(b). 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						1				
(Print or Type	Responses)										
1. Name and Address of Reporting Person <u>*</u> GRUBMAN ERIC P			2. Issuer Name <b>and</b> Ticker or Trading Symbol NOBLE ENERGY INC [NBL]					5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Che			(Check	k all applicable)				
100 GLENBOROUGH DRIVE, SUITE 100			(Month/Day/Year) 02/01/2013					Director 10% Owner Officer (give title below) Other (specify below)			
				endment, Date Original onth/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
HOUSTON	I, TX 77067							Form filed by M Person	ore than One Re	porting	
(City)	(State)	(Zip)	Tab	le I - Non-E	Derivative	Secur	rities Acq	uired, Disposed of	, or Beneficiall	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deer (Month/Day/Year) Executio any (Month/I		n Date, if Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) Day/Year) (Instr. 8)			d of (D)	5. Amount of Securities Beneficially Owned Following Reported	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	Transaction(s) (Instr. 3 and 4)			
Noble Energy, Inc. Common Stock	02/01/2013			A	916 <u>(1)</u>	A	\$ 109.19	8,356	D		

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

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# 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. Transactio Code (Instr. 8)	``` <b>`</b> ``		e	7. Title and Amou Underlying Securi (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amo or Nun of Shar
Non-Employee Director Stock Option Grant (right to buy)	\$ 109.19	02/01/2013		А	2,355	02/01/2014	02/01/2023	Noble Energy, Inc. Common Stock	

## **Reporting Owners**

<b>Reporting Owner Name / Address</b>		Relationships					
	Director	10% Owner	Officer	Other			
GRUBMAN ERIC P 100 GLENBOROUGH DRIVE, SUITE 1 HOUSTON, TX 77067	00						
Signatures							
Arnold J. Johnson, Attorney-in-Fact	02/05/2013						
**Signature of Reporting Person	Date						
Explanation of Respon	606.						

### 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) Restricted shares of Noble Energy, Inc. Common Stock subject to a one-year restriction, granted under the 2005 Stock Plan for Non-Employee Directors.

#### **Remarks:**

Column 5 of Table I includes 916 restricted shares of Noble Energy, Inc. Common Stock directly held by the reporting person

Reported transactions represent annual grants under the 2005 Stock Plan for Non-Employee Directors of Noble Energy, Inc.

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.