JACKSON MARK A

Form 4

October 12, 2004

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

3235-0287 Number: January 31,

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or

Form 5 obligations may continue. See Instruction

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

(Print or Type Responses)

1(b).

(Last)

1. Name and Address of Reporting Person * JACKSON MARK A

(First)

(Street)

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

NOBLE CORP [NE] (Middle)

(Check all applicable)

13135 SOUTH DAIRY

(Month/Day/Year)

Director 10% Owner X_ Officer (give title _ Other (specify below)

10/11/2004

SVP-Finance, CFO, Treasurer

6. Individual or Joint/Group Filing(Check

ASHFORD, SUITE 800

4. If Amendment, Date Original Filed(Month/Day/Year)

3. Date of Earliest Transaction

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

SUGAR LAND, TX 77478

(City)	(State)	(Zip) Tabl	le I - Non-I	Derivative	Secur	ities Acqui	red, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securition Dispose (Instr. 3, 4)	ed of (` ′	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)
Ordinary Shares	10/11/2004		A	8.0268	A	\$ 45.294	2,159.7243	I	By Trust
Ordinary Shares							86,710	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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	le and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumbe		Expiration D	ate	Amou	int of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	rlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Owne
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
						Date	Expiration	m: .1	or		
					(A) (B)	Exercisable	Date	(Number		
				G 1 W					of		
				Code V	(A) (D)				Shares		

Reporting Owners

Relationships Reporting Owner Name / Address

> Officer Other Director 10% Owner

JACKSON MARK A 13135 SOUTH DAIRY ASHFORD **SUITE 800** SUGAR LAND, TX 77478

SVP-Finance, CFO, Treasurer

Signatures

/s/ Mark A. 10/11/2004 Jackson

**Signature of Date Reporting Person

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).

Amount represents matching contribution by issuer of 8.0268 shares to the Noble Drilling Corporation 401(k) Savings Restoration Plan. Of the shares held by the Reporting Person 318.4103 shares were held in the Noble Drilling Corporation 401(k) Savings Plan Trust and

(1) 1,841.314 shares were held in the Noble Drilling Corporation 401(k) Savings Restoration Plan Trust. In accordance with the terms of the Noble Drilling Corporation 401(k) Savings Restoration Plan, the price of the shares was calculated as the average closing price of the Ordinary Shares during the last five trading days of the month in respect of which such match was made (September 2004).

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.

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