NOBLE CORP Form 4

December 05, 2006

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

(Print or Type Responses)

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

(First) (Middle) (Last)

13135 SOUTH DAIRY

ASHFORD, SUITE 800

(City)

Security

(Street)

SUGARLAND, TX 77478

2. Issuer Name and Ticker or Trading Symbol

NOBLE CORP [NE]

3. Date of Earliest Transaction (Month/Day/Year)

3.

12/01/2006

4. If Amendment, Date Original

Filed(Month/Day/Year)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3)

(State)

(Month/Day/Year)

(Zip)

TransactionAcquired (A) or Code Disposed of (D) (Instr. 8)

(Instr. 3, 4 and 5)

Code V Amount (D) Price

(A)

4. Securities

Securities Beneficially Owned Following

Reported Transaction(s)

Issuer

below)

Person

5. Amount of

_X__ Director

Applicable Line)

X_ Officer (give title

(I) (Instr. 4)

Form: Direct Indirect (D) or Indirect Beneficial Ownership (Instr. 4)

OMB APPROVAL

3235-0287

January 31,

2005

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OMB

Number:

Expires:

response...

5. Relationship of Reporting Person(s) to

(Check all applicable)

President CEO COO Asst Secy

6. Ownership

6. Individual or Joint/Group Filing(Check

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

below)

10% Owner

Other (specify

7. Nature of

Estimated average

burden hours per

(Instr. 3 and 4)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (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 3. Transaction Date 3A. Deemed Derivative Conversion (Month/Day/Year) Execution Date, if

or Exercise

any

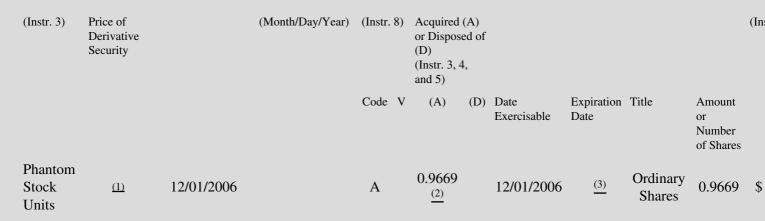
4. 5. Number of **Transaction**Derivative Code Securities

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of 8. l Underlying Securities De (Instr. 3 and 4)

Sec

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Reporting Owners

Reporting Owner Name / Address				•	
	Director	10% Owner	Officer		Other

X

JACKSON MARK A 13135 SOUTH DAIRY ASHFORD SUITE 800 SUGARLAND, TX 77478

President CEO COO Asst Secy

Relationships

Signatures

/s/ Mark A.
Jackson

**Signature of Date

**Signature of 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).
- **(1)** 1 for 1
- (2) Cash dividend paid on December 1, 2006 pursuant to the Noble Drilling Corporation 401(k) Savings Restoration Plan and credited to Reporting Person's account as phantom stock units.
- (3) Units of phantom stock are payable to the Reporting Person in Ordinary Shares or cash upon any distribution of such units from the Plan. 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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