

Noble Corp plc
Form 4
February 01, 2016

FORM 4

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

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 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 *
MACLENNAN JAMES A

(Last) (First) (Middle)

13135 S. DAIRY ASHFORD SUITE 800

(Street)

SUGAR LAND, TX 77478

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Noble Corp plc [NE]

3. Date of Earliest Transaction (Month/Day/Year)
01/28/2016

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)

Sr. VP-CFO & Controller

6. Individual or Joint/Group Filing(Check Applicable Line)

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 Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|---------|---|
| | | | | (A) or (D) | Price | | | | |
| Shares | 01/28/2016 | | A | V | 28,181 | A | \$ 0 | 138,110 | D |
| Shares | 01/28/2016 | | F | | 8,009 | D | \$ 7.75 | 130,101 | D |
| Shares | 01/29/2016 | | A | | 11,961 | A | \$ 0 | 142,062 | D |
| Shares | 01/29/2016 | | F | | 3,299 | D | \$ 7.625 | 138,763 | D |
| Shares | 01/29/2016 | | A | | 18,118 | A | \$ 0 | 156,881 | D |
| Shares | 01/29/2016 | | F | | 4,890 | D | \$ 7.625 | 151,991 | D |

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

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(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, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Performance Restricted Stock Units | \$ 0 | 01/28/2016 | | D | 50,030 (1) (2) | (1) (1) | Shares | 50,030 (1) (2) |
| Restricted Stock Units | \$ 0 | 01/29/2016 | | D | 11,961 (2) (3) | (4) (4) | Shares | 11,961 (2) |
| Restricted Stock Units | \$ 0 | 01/29/2016 | | D | 18,118 (5) | (4) (4) | Shares | 18,118 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

MACLENNAN JAMES A
13135 S. DAIRY ASHFORD SUITE 800
SUGAR LAND, TX 77478

Sr. VP-CFO & Controller

Signatures

/s/ Julie R. Robertson By Power of Attorney dated January 6, 2012.

02/01/2016

**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).

Represents performance based restricted share units awarded on February 1, 2013 relating to a three-year performance cycle (2013-2015).

(1) Based on performance at the end of the performance cycle, 28,181 shares underlying this award vested and 21,849 shares underlying this award were forfeited.

(2)

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Total share amount reflects an adjustment to outstanding awards as a result of the spin-off of Paragon Offshore plc. The number of shares awarded prior to the spin-off have been increased to provide awardee with substantially equivalent economic value after the spin-off.

- (3) Represents the second of three vesting events for restricted stock units awarded on January 29, 2014.
- (4) The restricted stock units vest and settle in three equal annual installments beginning on the first anniversary of the grant date.
- (5) Represents the first of three vesting events for restricted stock units awarded on January 29, 2015.

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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