

POILLION WILLIAM A JR
Form 4
February 03, 2006

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 *
POILLION WILLIAM A JR

2. Issuer Name and Ticker or Trading Symbol
NOBLE ENERGY INC [NBL]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
**100 GLENBOROUGH DRIVE,
SUITE 100**

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
02/01/2006

____ Director
____ Officer (give title below)
____ 10% Owner
____ Other (specify below)
Retired Officer

HOUSTON, TX 77067

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 (D) Price		
Noble Energy, Inc., Common Stock	02/01/2006		M		30,000 A \$ 17.6825	41,263	D
Noble Energy, Inc., Common Stock	02/01/2006		M		5,508 A \$ 22.2325	46,771	D
Noble Energy,	02/01/2006		M		5,194 A \$ 29.87	51,965	D

Inc.,
Common
Stock

Noble
Energy,
Inc.,

Common
Stock

02/01/2006

S

40,702 D

\$
46.1261

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, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Option Grant (right to buy)	\$ 17.6825	02/01/2006		M	30,000	02/01/2004 02/01/2013	Noble Energy, Inc., Common Stock 30,000
Employee Stock Option Grant (right to buy)	\$ 22.2325	02/01/2006		M	5,508	02/01/2005 02/01/2014	Noble Energy, Inc., Common Stock 5,508
Employee Stock Option Grant (right to buy)	\$ 29.87	02/01/2006		M	5,194	02/01/2006 02/01/2015	Noble Energy, Inc., Common Stock 5,194

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 02/03/2006

__Signature of Reporting Person Date

Arnold J.
Johnson, POA 02/03/2006

__Signature of Reporting Person Date

Chris Tong, POA 02/03/2006

__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).

Remarks:

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

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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