

STOVER DAVID L

Form 4

February 05, 2018

**FORM 4****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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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2005  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
STOVER DAVID L

(Last) (First) (Middle)

1001 NOBLE ENERGY WAY

(Street)

HOUSTON, TX 77070

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/01/2018

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)

President, CEO &amp; Director

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 Indirect Beneficial Ownership (Instr. 4)
Noble Energy, Inc. Common Stock	02/01/2018		F	12,274 (1)	D \$ 30.89 666,050	D	
Noble Energy, Inc. Common Stock	02/01/2018		F	10,305 (2)	D \$ 30.89 655,745	D	
Noble Energy,	02/01/2018		A	87,811 (3)	A \$ 0 743,556	D	

Inc.  
Common  
Stock

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 Number Shares
Employee Stock Option Grant (Right to Buy)	\$ 30.89	02/01/2018		A		111,031		<u>(4)</u>	02/01/2028	Noble Energy, Inc. Common Stock	111,031

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
STOVER DAVID L 1001 NOBLE ENERGY WAY HOUSTON, TX 77070	X President, CEO & Director

## Signatures

/s/ Aaron G. Carlson,  
Attorney-in-Fact

02/05/2018

\_\_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).

(1) Reflects shares relinquished to Noble Energy, Inc. by the reporting person out of, and to cover estimated tax withholding for, restricted shares granted on February 1, 2016, and vesting on February 1, 2018. The stock price reflected in Table I Column 4 was determined based on "fair market value," defined in the 1992 Plan for this transaction as the closing trading price of Noble Energy, Inc. common

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stock on the NYSE on February 1, 2018.

- (2) Reflects shares relinquished to Noble Energy, Inc. by the reporting person out of, and to cover estimated tax withholding for, restricted shares granted on February 1, 2017, and vesting on February 1, 2018. The stock price reflected in Table I Column 4 was determined based on "fair market value," defined in the 1992 Plan for this transaction as the closing trading price of Noble Energy, Inc. common stock on the NYSE on February 1, 2018.
- (3) Restricted shares of Noble Energy, Inc. Common Stock subject to vesting 1/3 after year one, 1/3 after year two and the final 1/3 after year three, granted under the 2017 Plan.
- (4) The option is exercisable in three equal annual installments beginning one year after the date of grant, granted under the 2017 Plan.

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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