

NOBLE ENERGY INC
Form 3
July 21, 2015

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â Craddock James E		(Month/Day/Year)	NOBLE ENERGY INC [NBL]	
(Last)	(First)	(Middle)	07/20/2015	
1001 NOBLE ENERGY WAY		4. Relationship of Reporting Person(s) to Issuer		5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)		(Check all applicable)		6. Individual or Joint/Group Filing(Check Applicable Line)
HOUSTON,Â TXÂ 77070		<input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner		<input checked="" type="checkbox"/> Form filed by One Reporting Person
(City)	(State)	(Zip)	<input type="checkbox"/> Other (specify below)	
				<input type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	176,987 ⁽¹⁾	D	Â

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of	

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				Shares		(I) (Instr. 5)	
Non-Qualified Stock Option (Right to Buy)	05/01/2011	05/01/2018	Noble Energy Stock Option	9,756 ⁽²⁾	\$ 39.465	D	Â
Non-Qualified Stock Option (Right to Buy)	01/02/2012	01/02/2019	Noble Energy Stock Option	18,787 ⁽²⁾	\$ 13.57	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Craddock James E 1001 NOBLE ENERGY WAY HOUSTON, TX 77070	Â X	Â	Â	Â

Signatures

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

07/21/2015

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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).

- Received in exchange for shares of Rosetta Resources Inc. ("Rosetta") common stock in connection with merger of Bluebonnet Merger Sub Inc., an indirect wholly owned subsidiary of Noble Energy, Inc. ("Noble"), with and into Rosetta (the "Merger"). The shares exchanged are as follows: 68,232 common shares for 36,981 Noble shares, 118,341 restricted shares for 64,143 Noble shares on a grant by grant exchange and 139,973 performance awards converted to restricted shares for 75,863 Noble shares on a grant by grant exchange.
- (1) Immediately following the Merger, Rosetta merged with and into NBL Texas, LLC, an indirect wholly owned subsidiary of Noble, ("NBL Texas"), with NBL Texas continuing as the surviving company. Pursuant to the Merger, each outstanding share of common stock of Rosetta (other than shares held by Rosetta, Noble and their respective subsidiaries as of immediately prior to the effective time of the Merger) was converted into the right to receive 0.542 shares of Noble common stock, par value \$0.01 per share.
 - (2) The stock option exchanges received in the Merger are as follows: 18,000 @ \$21.39 Rosetta options for 9,756 @ \$39.465 Noble options and 34,664 @ \$7.355 Rosetta options for 18,787 @ \$13.57 Noble options. The options fully vested on the third anniversary date of grant.

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.