

Turcotte William E
 Form 4
 February 06, 2018

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 *
 Turcotte William E

(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)
 02/02/2018

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)
 Sr. VP, Gen Counsel & Corp Sec

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Shares | 02/02/2018 | | A | V 29,752 | (A) \$ 0 | 225,746 | D |
| Shares | 02/02/2018 | | F | 7,245 | (D) \$ 4.66 | 218,501 | D |
| Shares | 02/03/2018 | | A | 30,538 | (A) \$ 0 | 249,039 | D |
| Shares | 02/03/2018 | | F | 7,437 | (D) \$ 4.66 | 241,602 | D |

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

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number.

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 |
| Performance Vested Restricted Stock Units <u>(1)</u> | \$ 0 | 02/02/2018 | | D | | 74,380 | <u>(1)</u> | <u>(1)</u> | Shares 74,380 |
| Performance Vested Restricted Stock Units <u>(2)</u> | \$ 0 | 02/02/2018 | | A | | 278,970 | <u>(2)</u> | <u>(2)</u> | Shares 278,970 |
| Restricted Stock Units <u>(3)</u> | \$ 0 | 02/02/2018 | | A | | 139,485 | <u>(4)</u> | <u>(4)</u> | Shares 139,485 |
| Restricted Stock Units | \$ 0 | 02/03/2018 | | D | | 30,538 <u>(5)</u> | <u>(4)</u> | <u>(4)</u> | Shares 30,538 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Turcotte William E 13135 S. DAIRY ASHFORD SUITE 800 SUGAR LAND, TX 77478 | | | Sr. VP, Gen Counsel & Corp Sec | |

Signatures

/s/ William E. Turcotte 02/06/2018

**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).

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Represents performance based restricted share units awarded on January 29, 2015 relating to a three-year performance cycle(2015-2017).

- (1) Based on performance at the end of the performance cycle, 29,752 shares underlying this award vested and 44,628 shares underlying this award were forfeited.

Each performance vested restricted stock unit represents a contingent right to receive one share. Performance vested restricted stock units

- (2) vest upon the company achieving total shareholder return and contract drilling margin goals over a three year performance cycle (2018-2020) relative to a specified peer group.
- (3) Each restricted stock unit represents a contingent right to receive one share.
- (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 February 3, 2017.

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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