

Robison Andrea Lee
 Form 4
 February 03, 2010

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

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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 *
 Robison Andrea Lee

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)
 01/30/2010

____ Director _____ 10% Owner
 ____ Officer (give title below) ____ Other (specify below)
 VP Human Resources

HOUSTON, TX 77067
 (City) (State) (Zip)

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

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 | | |
| Noble Energy, Inc. Common Stock | | | | | 558 ⁽¹⁾ | I | 401(k) |
| Noble Energy, Inc. Common Stock | 01/30/2010 | | F | 321 ⁽²⁾ D | \$ 74.98 | D | |
| Noble Energy, | 02/01/2010 | | A | 3,412 ⁽³⁾ A | \$ 0 | D | |

Inc.
Common
Stock

Noble
Energy,

Inc.
Common
Stock

02/01/2010

F

576 ⁽⁵⁾ D

\$
75.09

15,572

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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Employee Stock Option Grant (right to buy) | \$ 75.09 | 02/01/2010 | | A | 8,337 | 02/01/2011 ⁽⁴⁾ 02/01/2020 | Noble Energy, Inc. Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Robison Andrea Lee 100 GLENBOROUGH DRIVE, SUITE 100 HOUSTON, TX 77067 | | | VP Human Resources | |

Signatures

Arnold J. Johnson,
Attorney-in-Fact

02/03/2010

__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) Holdings under the Company's 401(k) Plan are reported in units by the plan administrator. The units represent shares of Company common stock. The number of shares represented by the units is based upon the plan statement as of January 30, 2009 and calculated by dividing the aggregate unit balance under the 401(k) by the closing price of the Company's common stock on that date.

(2) This reported transaction reflects shares relinquished to Noble Energy, Inc. by the reporting person out of, and to cover estimated tax withholding for, restricted shares granted on January 30, 2009, and vesting on January 30, 2010. The stock price reflected in Table I Column 4 was determined based on "fair market value," defined in the Noble Energy, Inc. 1992 Stock Option and Restricted Stock Plan as the average of the reported high and low trading price of Noble Energy, Inc. common stock on the NYSE on January 29, 2010.

(3) Restricted shares of Noble Energy, Inc. Common Stock subject to vesting 20% after year one, an additional 30% after year two and the final 50% after year three, granted under the 1992 Stock Option and Restricted Stock Plan.

(4) Options vest 1/3 each year for three years.

(5) This reported transaction 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, 2007, and vesting on February 1, 2010. The stock price reflected in Table I Column 4 was determined based on "fair market value," defined in the Noble Energy, Inc. 1992 Stock Option and Restricted Stock Plan as the average of the reported high and low trading price of Noble Energy, Inc. common stock on the NYSE on February 1, 2010.

Remarks:

Column 5 of Table 1 includes 11,143 restricted shares of Noble Energy, Inc. Common Stock directly held by the reporting person.

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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