

STOVER DAVID L

Form 4

February 05, 2019

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
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(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)
12/18/2018

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)

CEO & 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 Ownership Indirect Beneficial Ownership (Instr. 4)
Noble Energy, Inc. Common Stock	12/18/2018		G	V	2,800 ⁽¹⁾	D	\$ 0 740,756 D
Noble Energy, Inc. Common Stock	02/01/2019		F		9,578 ⁽²⁾	D	\$ 22.39 731,178 D
Noble Energy,	02/01/2019		F		10,715 ⁽³⁾	D	\$ 22.39 720,463 D

Inc.
Common
Stock

Noble
Energy,
Inc.

02/01/2019

D

145,076
(4)

D

\$ 0

575,387

D

Common
Stock

Noble
Energy,
Inc.

02/01/2019

A

93,066
(5)

A

\$ 0

668,453

D

Common
Stock

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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Phantom Unit	<u>(6)</u>	02/01/2019		A		37,226		02/01/2022	02/01/2022	Noble Energy, Inc. Common Stock	37,226
Employee Stock Option Grant (Right to Buy)	\$ 22.39	02/01/2019		A		165,158		<u>(7)</u>	02/01/2029	Noble Energy, Inc. Common Stock	165,158

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

STOVER DAVID L
1001 NOBLE ENERGY WAY X CEO & Director
HOUSTON, TX 77070

Signatures

/s/ Pamela L. Taylor, attorney-in-fact for David L.
Stover

02/04/2019

__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) Shares transferred pursuant to a gift.

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, 2019. 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, 2019.

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, 2018, and vesting on February 1, 2019. The stock price reflected in Table I Column 4 was determined based on "fair market value," defined in the 2017 Plan for this transaction as the closing trading price of Noble Energy, Inc. common stock on the NYSE on February 1, 2019.

(4) Reflects unvested shares of performance restricted stock granted on February 1, 2016 forfeited to Noble Energy, Inc. on February 1, 2019.

(5) Restricted shares of Noble Energy, Inc. Common Stock subject to vesting 40% after year one, 40% after year two and the final 20% after year three, granted under the 2017 Plan.

Each phantom unit is the economic equivalent of one share of Noble Energy, Inc. Common Stock to be settled in cash upon vesting plus the equivalent value of accrued and unpaid dividends. Phantom units were granted under the 2017 Plan and will vest 100% three years after the date of grant.

(7) 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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