

Walker Thomas Hodge
 Form 4
 February 05, 2019

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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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 *
 Walker Thomas Hodge

(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)
 02/01/2019

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 U.S. Onshore

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)
			Code	V	Amount or (D) Price		
Noble Energy, Inc. Common Stock	02/01/2019		F		602 ⁽¹⁾ D \$ 22.39	40,976	D
Noble Energy, Inc. Common Stock	02/01/2019		F		1,008 ⁽²⁾ D \$ 22.39	39,968	D
Noble Energy,	02/01/2019		D		5,502 ⁽³⁾ D \$ 0	34,466	D

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Director 10% Owner Officer Other

Walker Thomas Hodge
1001 NOBLE ENERGY WAY
HOUSTON, TX 77070

Sr. VP
U.S.
Onshore

Signatures

/s/ Pamela L. Taylor, attorney-in-fact for Thomas Hodge
Walker

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) 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.

(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, 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.

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

(4) 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.

(5) Each phantom unit is the economic equivalent of one share of Noble Energy, Inc. Common Stock, to be settled in cash upon vesting and subject to a maximum settlement value of \$126.60 per unit plus the equivalent value of accrued and unpaid dividends. Phantom units were granted under the 1992 Plan and will vest three years after the date of grant upon, and subject to a formula related to, the Company's achievement of certain levels of total shareholder return (TSR) relative to a pre-determined industry peer group.

(6) Reflects unvested performance phantom units granted on February 1, 2016 forfeited to Noble Energy, Inc. on February 1, 2019.

(7) The option is exercisable in three equal annual installments beginning one year after the date of grant, granted under the 2017 Plan.

(8) 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.

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.