

Noble Corp plc  
Form 4  
February 06, 2017

**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 \*  
**WILLIAMS DAVID W**

(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)  
02/02/2017

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)

Chairman, President and CEO

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)
Shares	02/02/2017		A	V	123,612 A \$ 0	D	
Shares	02/02/2017		F	D	51,116 D \$ 6.885	D	

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

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SEC 1474 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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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
Performance Vested Restricted Stock Units <u>(1)</u> <u>(2)</u>	\$ 0	02/02/2017		D		245,520	<u>(1)</u> <u>(2)</u>	<u>(1)</u> <u>(2)</u>	Shares 245,520
Performance Vested Restricted Stock Units <u>(3)</u>	\$ 0	02/03/2017		A		732,910	<u>(3)</u>	<u>(3)</u>	Shares 732,910
Restricted Stock Units <u>(4)</u>	\$ 0	02/03/2017		A		366,455	<u>(5)</u>	<u>(5)</u>	Shares 366,455

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WILLIAMS DAVID W 13135 S. DAIRY ASHFORD SUITE 800 SUGAR LAND, TX 77478	X			Chairman, President and CEO

## Signatures

/s/ Julie J. Robertson By Power of Attorney dated August 1, 2011 02/06/2017

        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) Represents performance based restricted share units awarded on January 29, 2014 relating to a three-year performance cycle (2014-2016). Based on performance at the end of the performance cycle, 123,612 shares vested and 121,908 shares were forfeited.
- (2) Total share amount reflects an adjustment to outstanding awards as a result of the spin-off of Paragon Offshore plc. The number of shares awarded prior to the spin-off have been increased to provide awardee with substantially equivalent economic value after the spin-off.
- (3) Each performance vested restricted stock unit represents a contingent right to receive one share. Performance vested restricted stock units vest upon the company achieving total shareholder return and contract drilling margin goals over a three year performance cycle (2017-2019) relative to a specified peer group.
- (4) Each restricted stock unit represents a contingent right to receive one share.
- (5) The restricted stock units vest and settle in three equal annual installments beginning on the first anniversary of the grant date.

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