

NOBLE CORP  
Form 4  
February 27, 2009

**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 \*  
**WILLIAMS DAVID W**

(Last) (First) (Middle)  
**13135 SOUTH DAIRY  
ASHFORD, SUITE 800**  
  
(Street)

**SUGAR LAND, TX 77478**

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**NOBLE CORP [NE]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**02/25/2009**

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount or Price   |  |                                   |
| Ordinary Shares                 | 02/25/2009                           |  | A                              |   | 71,371<br>(1)   | A  | \$ 0 391,646 D                    |
| Ordinary Shares                 | 02/25/2009                           |  | A                              |   | 193,347<br>(2)  | A  | \$ 0 584,993 D                    |
| Ordinary Shares                 |                                      |  |                                |   |   |  | 133.4972 (3) I By Trust           |

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 or Number of Shares |
| Ordinary Shares                            | \$ 24.66   | 02/25/2009                           |  | A                              | 101,092   | <u>(4)</u>   | 02/25/2019  | Ordinary Shares | 101,092                    |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                               |       |
|--|---------------|-----------|-------------------------------|-------|
|  | Director      | 10% Owner | Officer                       | Other |
| WILLIAMS DAVID W<br>13135 SOUTH DAIRY ASHFORD<br>SUITE 800<br>SUGAR LAND, TX 77478 | X             |           | Chairman, President , and CEO |       |

## Signatures

/s/ David W. Williams, Julie J. Robertson By Power of Attorney Dated April 27, 2007 02/27/2009

\*\*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) Includes 71,371 ordinary shares awarded as Time-Vested Restricted Stock
- (2) Includes 193,347 ordinary shares awarded as Performance-Vested Restricted Stock
- (3) Shares held in the Noble Drilling Corporation 401(k) Savings Plan Trust.
- (4) Represents option to purchase 101,092 shares with a vesting schedule of 33,697 shares on February 25, 2010; 33,697 shares on February 25, 2011; and 33,698 shares on February 25, 2012.

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.