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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

(Mark One)

FORM 10-K/A
AMENDMENT NO. 1

/X/ ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934

FOR THE FISCAL YEAR ENDED DECEMBER 31, 2001

OR

/ / TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934
For the transition period from _____ to _____

Commission file number: 0-7062

NOBLE ENERGY, INC.
(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

Delaware 73-0785597
(STATE OF INCORPORATION) (I.R.S. EMPLOYER IDENTIFICATION NUMBER)

350 Glenborough Drive, Suite 100
Houston, Texas 77067
(ADDRESS OF PRINCIPAL EXECUTIVE OFFICES) (ZIP CODE)

Registrant's telephone number, including area code:
(281) 872-3100

SECURITIES REGISTERED PURSUANT TO SECTION 12(b) OF THE ACT:

Title of Each Class -----	Name of Each Exchange on Which Registered -----
Common Stock, \$3.33-1/3 par value	New York Stock Exchange, Inc.
Preferred Stock Purchase Rights	New York Stock Exchange, Inc.

SECURITIES REGISTERED PURSUANT TO SECTION 12(g) OF THE ACT: None

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes /X/ No _____

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of the registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. /X/

Aggregate market value of Common Stock held by nonaffiliates as of February 15, 2002: \$1,747,001,553.

Number of shares of Common Stock outstanding as of February 15, 2002: 57,007,724.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the Registrant's definitive proxy statement for the 2002 Annual Meeting of Stockholders to be held on April 23, 2002, which will be filed with the Securities and Exchange Commission within 120 days after December 31, 2001, are incorporated by reference into Part III.

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The Index to Exhibits of Noble Energy, Inc.'s (formerly, Noble Affiliates, Inc.) Annual Report on Form 10-K for the fiscal year ended December 31, 2001 (the '2001 Form 10-K'), to which reference is made in Item 14 of the 2001 Form

10-K for a list of the exhibits to the 2001 Form 10-K, is hereby amended to reflect the inclusion therein and the filing herewith of a new Exhibit 99.2 containing the financial statements required by Form 11-K for the fiscal year ended December 31, 2001 with respect to the Noble Affiliates Thrift and Profit Sharing Plan, and such Index to Exhibits is restated in its entirety following the signature page hereto.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this Amendment No. 1 to be signed on its behalf by the undersigned, thereunto duly authorized.

NOBLE ENERGY, INC.

Date: June 28, 2002

By: /s/ James L. McElvany

James L. McElvany,
Vice President, Finance and Treasurer

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Exhibit
Number+

Exhibit**

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- 3.1 -- Certificate of Incorporation, as amended, of the Registrant as currently in effect (filed as Exhibit 3.2 to the Registrant's Annual Report on Form 10-K for the year ended December 31, 1987 and incorporated herein by reference).
 - 3.2 -- Certificate of Designations of Series A Junior Participating Preferred Stock of the Registrant dated August 27, 1997 (filed Exhibit A of Exhibit 4.1 to the Registrant's Registration Statement on Form 8-A filed on August 28, 1997 and incorporated herein by reference).
 - 3.3 -- Composite copy of Bylaws of the Registrant as currently in effect (filed as Exhibit 3.4 to the Registrants' Annual Report on Form 10-K for the year ended December 31, 1997 and incorporated herein by reference).
 - 3.4 -- Certificate of Designations of Series B Mandatorily Convertible Preferred Stock of the Registrant dated November 9, 1999 (filed as Exhibit 3.4 to the Registrant's Annual Report on Form 10-K for the year ended December 31, 1999 and incorporated herein by reference).
 - 4.1 -- Indenture dated as of October 14, 1993 between the Registrant and U.S. Trust Company of Texas, N.A., as Trustee, relating to the Registrant's 7 1/4% Notes Due 2023, including form of the Registrant's 7 1/4% Note Due 2023 (filed as Exhibit 4.1 to the Registrant's Quarterly Report on Form 10-Q for the quarter ended September 30, 1993 and incorporated herein by reference).
 - 4.2 -- Indenture relating to Senior Debt Securities dated as of April 1, 1997 between the Registrant and U.S. Trust Company of Texas, N.A., as Trustee (filed as Exhibit 4.1 to the Registrant's Quarterly Report on Form 10-Q for the quarter ended March 31, 1997 and incorporated herein by reference).
 - 4.3 -- First Indenture Supplement relating to \$250 million of the Registrant's 8% Senior Notes Due 2027 dated as of April 1, 1997 between the Registrant and U.S. Trust Company of Texas, N.A., as Trustee (filed as Exhibit 4.2 to the Registrant's Quarterly Report on Form 10-Q for the quarter ended March 31, 1997 and incorporated herein by reference).
 - 4.4 -- Second Indenture Supplement, between the Company and U.S. Trust Company of Texas, N.A. as trustee, relating to \$100 million of the Registrant's 7 1/4% Senior Debentures Due 2097 dated as of August 1, 1997 (filed as Exhibit 4.1 to the Registrant's Quarterly Report on Form 10-Q for the quarter

ended June 30, 1994 and incorporated herein by reference).

- 4.5 -- Rights Agreement, dated as of August 27, 1997, between the Registrant and Liberty Bank and Trust Company of Oklahoma City, N.A., as Right's Agent (filed as Exhibit 4.1 to the Registrant's Registration Statement on Form 8-A filed on August 28, 1997 and incorporated herein by reference).
- 4.6 -- Amendment No. 1 to Rights Agreement dated as of December 8, 1998, between the Registrant and Bank One Trust Company, as successor Rights Agent to Liberty Bank and Trust Company of Oklahoma City, N.A. (filed as Exhibit 4.2 to the Registrant's Registration Statement on Form 8-A/A (Amendment No. 1) filed on December 14, 1998 and incorporated herein by reference).
- 10.1* -- Samedan Oil Corporation Bonus Plan, as amended and restated on September 24, 1996 (filed as Exhibit 10.1 to the Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 1996 and incorporated herein by reference).
- 10.2* -- Restoration of Retirement Income Plan for certain participants in the Noble Affiliates Retirement Plan dated September 21, 1994, effective as of May 19, 1994 (filed as Exhibit 10.5 to the Registrant's Annual Report on Form 10-K for the year ended December 31, 1994 and incorporated herein by reference).
- 10.3* -- Noble Affiliates Thrift Restoration Plan dated May 9, 1994 (filed as Exhibit 10.6 to the Registrant's Annual

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Report on Form 10-K for the fiscal year ended December 31, 1994 and incorporated herein by reference).

- 10.4* -- Noble Affiliates Restoration Trust dated September 21, 1994, effective as of October 1, 1994 (filed as Exhibit 10.7 to the Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 1994 and incorporated herein by reference).
- 10.5* -- Noble Affiliates, Inc. 1992 Stock Option and Restricted Stock Plan, as amended and restated, dated November 2, 1992 (filed as Exhibit 4.1 to the Registrant's Registration Statement on Form S-8 (Registration No. 33-54084) and incorporated herein by reference).
- 10.6* -- 1982 Stock Option Plan of the Registrant (filed as Exhibit 4.1 to the Registrant's Registration Statement on Form S-8 (Registration No. 2-81590) and incorporated herein by reference).
- 10.7* -- Amendment No. 1 to the 1982 Stock Option Plan of the Registrant (filed as Exhibit 4.2 to the Registrant's Registration Statement on Form S-8 (Registration No. 2-81590) and incorporated herein by reference).
- 10.8* -- Amendment No. 2 to the 1982 Stock Option Plan of the Registrant (filed as Exhibit 10.11 to the Registrant's Annual Report on Form 10-K for the year ended December 31, 1995 and incorporated herein by reference).
- 10.9* -- 1988 Nonqualified Stock Option Plan for Non-Employee Directors of the Registrant, as amended and restated, effective as of April 24, 2001.
- 10.10* -- Form of Indemnity Agreement entered into between the Registrant and each of the Registrant's directors and bylaw officers (filed as Exhibit 10.18 to the Registrant's Annual Report on Form 10-K for the year ended December 31, 1995 and incorporated herein by reference).
- 10.11 -- Guaranty of the Registrant dated October 28, 1982, guaranteeing certain obligations of Samedan (filed as Exhibit 10.12 to the Registrant's Annual Report on Form 10-K for the year ended December 31, 1993 and incorporated herein by reference).

- 10.12 -- Stock Purchase Agreement dated as of July 1, 1996, between Samedan Oil Corporation and Enterprise Diversified Holdings Incorporated (filed as Exhibit 2.1 to the Registrant's Current Report on Form 8-K (Date of Event: July 31, 1996) dated August 13, 1996 and incorporated herein by reference).
- 10.13* -- Noble Affiliates, Inc. 1992 Stock Option and Restricted Stock Plan, as amended and restated on December 10, 1996, subject to the approval of stockholders (filed as Exhibit 10.21 to the Registrant's Annual Report on Form 10-K for the year ended December 31, 1996 and incorporated herein by reference).
- 10.14 -- Amended and Restated Credit Agreement dated as of December 24, 1997 among the Registrant, as borrower, and Union Bank of Switzerland, Houston agency, as the agent for the lender, and NationsBank of Texas, N.A. and Texas Commerce Bank National Association, as managing agents, and Bank of Montreal, CIBC Inc., The First National Bank of Chicago, Royal Bank of Canada, and Societe Generale, Southwest agency, as co-agents, and certain commercial lending institutions, as lenders (filed as Exhibit 10.20 to the Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 1997 and incorporated herein by reference).
- 10.15 -- Noble Preferred Stock Remarketing and Registration Rights Agreement dated as of November 10, 1999 by and among the Registrant, Noble Share Trust, The Chase Manhattan Bank, and Donaldson, Lufkin & Jenrette Securities Corporation (filed as Exhibit 10.15 to the Registrant's Annual Report on Form 10-K for the year ended December 31, 1999 and incorporated herein by reference).
- 10.16* -- Employment Agreement effective as of October 2, 2000 between Noble Affiliates, Inc. and Charles D. Davidson (filed as Exhibit 10.16 to the Registrant's Annual Report on Form 10-K for the year ended December 31, 2000 and incorporated herein by reference).
- 10.17* -- Letter agreement dated February 1, 2002 between the Registrant and Charles D. Davidson, terminating Mr.

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Davidson's employment agreement and entering into the attached Change of Control Agreement.

- 10.18* -- Form of Change of Control Agreement entered into between the Registrant and each of the Registrant's officers, with schedule setting forth differences in Change of Control Agreements.
- 10.19 -- Five-year Credit Agreement dated as of November 30, 2001 among the Registrant, as borrower, and JPMorgan Chase Bank, as the administrative agent for the lenders, and Societe Generale, as the syndication agent for the lenders, Mizuho Financial Group, Credit Lyonnais, New York Branch, The Royal Bank of Scotland PLC, and Deutsche Bank Ag New York Branch, as co-documentation agents, and certain commercial lending institutions, as lenders.
- 10.20 -- 364-day Credit Agreement dated as of November 30, 2001 among the Registrant, as borrower, and JPMorgan Chase Bank, as the administrative agent for the lenders, and Societe Generale, as the syndication agent for the lenders, Mizuho Financial Group, Credit Lyonnais, New York Branch, The Royal Bank of Scotland PLC, and Deutsche Bank Ag New York Branch, as co-documentation agents, and certain commercial lending institutions, as lenders.
- 21 -- Subsidiaries.
- 23.1 -- Consent of Arthur Andersen LLP
- 23.2*** -- Consent of Arthur Andersen LLP
- 23.3*** -- Consent of KPMG LLP

- 99.1 -- Company's letter to SEC regarding Arthur Andersen LLP assurances.
- 99.2*** -- Financial statements required by Form 11-K for the fiscal year ended December 31, 2001 and 2000 with respect to the Noble Affiliates Thrift and Profit Sharing Plan (including the accountants' consent to incorporation thereof by reference).

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- * Management contract or compensatory plan or arrangement required to be filed as an exhibit hereto.
- ** Copies of exhibits will be furnished upon prepayment of 25 cents per page. Requests should be addressed to the Vice President - Finance and Treasurer, Noble Affiliates, Inc., 350 Glenborough Drive, Suite 100, Houston, Texas 77067.
- *** Filed herewith.
- + Filed previously unless indicated otherwise.

CONSENT OF INDEPENDENT PUBLIC ACCOUNTANTS

As independent public accountants, we hereby consent to the incorporation by reference of our report included in this Form 10-K/A, into the Company's previously filed Registration Statements on Form S-3 (File Nos. 333-18929 and 333-82953) and Form S-8 (File Nos. 333-39299, 2-64600, 2-81590, 33-32692, 2-66654 and 33-54084).

ARTHUR ANDERSEN LLP

Oklahoma City, Oklahoma
June 28, 2002

INDEPENDENT AUDITORS' CONSENT

The Board of Directors
Noble Energy, Inc.:

We consent to the incorporation by reference in the registration statements (File Nos. 333-18929 and 333-82953) on Form S-3 and registration statements (File Nos. 333-39299, 2-64600, 2-81590, 33-32692, 2-66654 and 33-54084) on Form S-8 of Noble Energy, Inc. of our report dated June 19, 2002, with respect to the statement of net assets available for benefits of the Noble Affiliates Thrift and Profit Sharing Plan as of December 31, 2001, and the related statement of changes in net assets available for benefits for the year ended December 31, 2001, which report appears in the December 31, 2001, Form 10-K/A of Noble Energy, Inc. herein.

KPMG LLP

Oklahoma City, Oklahoma
June 28, 2002

NOBLE AFFILIATES THRIFT AND PROFIT SHARING PLAN
Financial Statements and Supplemental Schedule
December 31, 2001 and 2000
(With Independent Auditors' Reports Thereon)

NOBLE AFFILIATES THRIFT AND PROFIT SHARING PLAN
Financial Statements and Supplemental Schedule
December 31, 2001 and 2000

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AND
DISCLOSURE
UNDER THE
EMPLOYEE
RETIREMENT
INCOME
SECURITY
ACT OF 1974
have been
omitted,
because
they are
not
applicable.

INDEPENDENT AUDITORS' REPORT

The Employee Benefits Committee and Participants
Noble Affiliates Thrift and Profit Sharing Plan:

We have audited the accompanying statement of net assets available for benefits of the Noble Affiliates Thrift and Profit Sharing Plan (the Plan) as of December 31, 2001, and the related statement of changes in net assets available for benefits for the year ended December 31, 2001. These financial statements are the responsibility of the Plan's management.

We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Noble Affiliates Thrift and Profit Sharing Plan as of December 31, 2001, and the changes in its net assets available for benefits for the year ended December 31, 2001, in conformity with accounting principles generally accepted in the United States of America.

Our audit was made for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental schedule of assets (held at end of year) - December 31, 2001 is presented for purposes of additional analysis and is not a required part of the basic financial statements, but is supplementary information required by the DEPARTMENT OF LABOR'S RULES AND REGULATIONS FOR REPORTING AND DISCLOSURE UNDER THE EMPLOYEE RETIREMENT INCOME SECURITY ACT OF 1974. The supplemental schedule is the responsibility of the Plan's management. The supplemental schedule has been subjected to the auditing procedures applied in the audit of the basic financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

KPMG LLP

Oklahoma City, Oklahoma
June 19, 2002

To the Employee Benefits Committee and Participants of
Noble Affiliates Thrift and Profit Sharing Plan:

We have audited the accompanying statements of net assets available for benefits of the Noble Affiliates Thrift and Profit Sharing Plan (the 'Plan') as of December 31, 2000. This financial statement is the responsibility of the Plan's management. Our responsibility is to express an opinion on this financial statement based on our audit.

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the financial statement referred to above presents fairly, in all material respects, the net assets available for benefits of the Noble Affiliates Thrift and Profit Sharing Plan as of December 31, 2000, in conformity with accounting principles generally accepted in the United States of America.

ARTHUR ANDERSEN LLP

Oklahoma City, Oklahoma,
April 27, 2001

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NOBLE AFFILIATES THRIFT AND PROFIT SHARING PLAN

Statements of Net Assets Available for Benefits

December 31, 2001 and 2000

2001 2000 ---

Assets: Cash	
\$ 112,213	
43,866	
Investments,	
at fair	
value: Money	
market funds	
- short-term	
7,994,296	
7,514,465	
Noble Energy,	
Inc. common	
stock	
10,089,870	
9,070,878	
Mutual funds	
30,004,286	
30,353,096	
Loans to	
participants	
2,295,299	
2,150,985 ---	

----- Total	
investments	
50,383,751	
49,089,424 --	

Receivables:	
Participants'	
contributions	
-- 221,529	
Employer's	
contributions	
-- 153,230	
Due from	

broker for
 securities
 sold 285,185
 4,537,730 ---

 ----- Total
 receivables
 285,185
 4,912,489 ---

 ----- Total
 assets
 50,781,149
 54,045,779 --

 Liabilities:
 Due to broker
 for
 securities
 purchased
 430,664 --
 Administrative
 expenses
 payable 1,130

 Total
 liabilities
 431,794 -- --

 ----- Net
 assets
 available for
 benefits
 \$50,349,355
 54,045,779
 =====
 =====

See accompanying notes to financial statements.

NOBLE AFFILIATES THRIFT AND PROFIT SHARING PLAN
 Statement of Changes in Net Assets Available for Benefits
 Year ended December 31, 2001

Additions to net assets attributed to:

Investment income:	
Net depreciation in fair value of investments	\$ (5,452,841)
Interest	593,504
Dividends:	
Noble Energy, Inc. common stock	36,526
Mutual funds	471,876

Net investment income (loss)	(4,350,935)

Contributions:	
Employer	2,145,188
Participants	3,139,669

Total contributions	5,284,857

Total additions	933,922

Deductions from net assets attributed to:

Benefits paid to participants	4,539,504
Administrative expenses	82,984

Investment expenses	7,858

Total deductions	4,630,346

Net decrease	(3,696,424)
Net assets available for benefits, beginning of year	54,045,779

Net assets available for benefits, end of year	\$ 50,349,355
	=====

See accompanying notes to financial statements.

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(1) DESCRIPTION OF THE PLAN

The Noble Affiliates Thrift and Profit Sharing Plan (the Plan), as amended, is a defined contribution plan covering certain employees who have completed specified terms of service with Noble Energy, Inc., formerly Noble Affiliates, Inc., its wholly owned subsidiary, Samedan Oil Corporation; and other wholly owned subsidiaries (collectively referred to as the Company). The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA), as amended.

The following description of the Plan provides only general information. Participants should refer to the plan agreement for a complete description of the Plan's provisions.

Employees are eligible to participate in the Plan on the first day of any calendar month following employment. Participants may contribute up to 15% of their basic compensation. The employer matching contribution percentage is 100% of the participant's contribution up to 6% of the participant's basic compensation, and is funded on a monthly basis. However, discretionary contributions may be made to the Plan at the discretion of the President of the Company.

The Plan is to continue indefinitely; however, the right to terminate participation in the Plan is reserved to each participating company. Upon notice of termination or permanent suspension of contributions with respect to all or any one of the participating companies, the accounts of all participants affected thereby shall become fully vested, and the balances in their accounts shall be distributed in accordance with the provisions of the Plan, as determined by the Noble Energy, Inc. Employee Benefits Committee (the Committee).

The Plan is exempt from federal income taxes under Sections 401 and 501(a) of the Internal Revenue Code and has received a favorable determination letter from the IRS dated June 12, 1995. Although the Plan has been amended since receiving its determination letter, management of the Company is of the opinion that the Plan meets IRS requirements and, therefore, continues to be tax-exempt.

The Plan incorporates the following provisions: (1) participants fully vest after five years of service (effective January 1, 2002, participants fully vest after three years of service), (2) participants may borrow from the Plan, as discussed below, (3) overtime is included in the participant's basic compensation, and (4) the Plan provides a definition of early retirement.

Participating employees have an option as to the manner in which their contributions may be invested.

A participant may borrow from the Plan up to the lesser of \$50,000 or one-half of the participant's vested account balance. Interest is charged at the current Prime rate and loans are required to be repaid within five years through payroll deductions. Repayments of principal and interest are credited to the borrowing participant's account.

Employer contributions are invested as designated by the participants in the individual funds.

The Plan is administered by the Committee. Investment decisions are recommended by a professional investment advisory firm appointed by the Committee.

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(continued)

(2) SIGNIFICANT ACCOUNTING POLICIES

The accompanying financial statements are prepared on the accrual basis of accounting in conformity with accounting principles generally accepted in the United States of America.

(a) USE OF ESTIMATES

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

(b) INVESTMENTS

Investments traded on national securities exchanges are valued at closing prices on the last business day of the year.

Effective November 1, 2001, Fidelity Investments Institutional Operations Company, Inc. (Fidelity) was designated the new trustee of the Plan, replacing BancFirst. Under the terms of the Plan, Fidelity and BancFirst (the Trustees), on behalf of the trust fund, are allowed to acquire, hold, and dispose of the common stock of Noble Energy, Inc.

At December 31, 2001 and 2000, the Plan held the following investments which separately represented more than 5% of the Plan's net assets available for benefits:

INVESTMENT	SHARES	FAIR VALUE
-----		-----
-----		-----
-----		-----
-----		-----
-----		-----
-----		-----
-----		-----
-----		-----
-----		-----
-----		-----
- 2001:		
Fidelity		
Retirement		
Money		
Market		
Portfolio		
7,994,296		
\$		
7,994,296		
Franklin		
Small-Mid		
Cap Growth		
Fund		
95,705		
2,983,138		
Pimco		
Moderate		
Duration		
Fund		
293,203		
2,946,693		
Fidelity		
Growth		
Fund		
70,171		
3,734,493		
Fidelity		
Dividend		
Growth		
Fund		
130,845		
3,706,826		
Fidelity		
Puritan		
Fund		
332,976		
5,883,693		
Noble		

Energy,
 Inc.
 common
 stock
 285,913
 10,089,870
 Spartan US
 Equity
 Index Fund
 221,250
 8,991,588
 2000:
 Blackrock
 Funds
 Small Cap
 Growth
 Equity
 Fund
 206,244 \$
 4,155,817
 Montag &
 Caldwell
 Growth
 Mutual
 Fund
 107,070
 3,025,798
 Vanguard
 Windsor II
 Fund
 118,968
 3,235,930
 Fidelity
 Puritan
 Fund
 333,561
 6,280,954
 Noble
 Energy,
 Inc.
 common
 stock
 197,193
 9,070,878
 Vanguard
 Index
 Trust 500
 Index Fund
 76,808
 9,359,823

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(continued)

(c) EXPENSES OF THE PLAN

Some expenses incurred in the administration of the Plan, including expenses and fees of the trustees, are charged to and paid by the Plan.

(d) FORFEITURES

Under the provisions of the Plan, all amounts forfeited as of the end of that year may be applied to reduce required employer contributions. Forfeitures amounted to \$14,962 and \$98,021 in 2001 and 2000, respectively, and reduced the required employer contributions.

(3) NET APPRECIATION (DEPRECIATION) IN FAIR VALUE

During 2001, the Plan's investments (including investments bought, sold, and held during the year) appreciated (depreciated) in value as follows:

NET
 APPRECIATION
 (DEPRECIATION)
 Fair value as
 determined by
 quoted market
 price: Noble
 Energy, Inc.

common stock \$
 1,982,390
 Mutual funds
 (7,435,231) ---
 ----- \$
 (5,452,841)
 =====

Realized gains are calculated using fair values at December 31, 2000, or cost, if acquired during 2001.

(4) PAYABLES TO PLAN PARTICIPANTS

Amounts requested by and due to participants whose employment has been terminated prior to year-end included in net assets available for benefits in the accompanying statements of net assets available for benefits were \$39,774 at December 31, 2000.

NOBLE AFFILIATES THRIFT AND PROFIT SHARING PLAN
 Schedule H, Line 4i - Schedule of Assets (Held at End of Year)

December 31, 2001

IDENTITY OF
 ISSUER,
 BORROWER,
 NUMBER OF
 FAIR LESSOR,
 OR SIMILAR
 PARTY
 DESCRIPTION
 OF
 INVESTMENT
 SHARES VALUE

- Money
 market
 funds: *
 Fidelity
 Retirement
 Money Market
 Portfolio
 Money market
 mutual fund
 - Short-term
 7,994,296 \$
 7,994,296 --

 Common
 stock: *
 Noble
 Energy, Inc.
 285,913
 10,089,870
 Mutual
 funds: -----

 Franklin
 Advisers
 Franklin
 Small-Mid
 Cap Growth
 Fund 95,705
 2,983,138
 Morgan
 Stanley
 Investments
 Morgan
 Stanley
 Institutional

Fund Trust
Mid Cap
Growth
Portfolio
1,669 28,696
Strong
Capital
Management
Strong
Opportunity
Fund 2,230
87,621 Dodge
& Cox Dodge
& Cox Stock
Fund 4,481
450,346
Pimco Funds
Pimco
Moderate
Duration
Fund 293,203
2,946,693 *
Fidelity
Investments
Fidelity
Puritan Fund
332,976
5,883,693 *
Fidelity
Investments
Fidelity
Growth Fund
70,171
3,734,493 *
Fidelity
Investments
Fidelity
Diversified
International
Fund 374
7,130 *
Fidelity
Investments
Fidelity
Dividend
Growth Fund
130,845
3,706,826 *
Fidelity
Investments
Fidelity
Freedom
Income Fund
3,170 34,652
* Fidelity
Investments
Fidelity
Freedom 2000
Fund 364
4,195 *
Fidelity
Investments
Fidelity
Freedom 2010
Fund 6,915
87,197 *
Fidelity
Investments
Fidelity
Freedom 2020
Fund 44,161
555,549 *
Fidelity
Investments
Fidelity
Freedom 2030
Fund 5,717
71,805 *
Fidelity
Investments
Fidelity

Freedom 2040
 Fund 58,277
 430,664 *
 Fidelity
 Distributors
 Spartan US
 Equity Index
 Fund 221,250
 8,991,588 --

 30,004,286 -

 *
 Participant
 loans
 Interest
 rates range
 from 5.0% to
 9.5%
 2,295,299 --

 Total \$
 50,383,751
 =====

* Represents party-in-interest.

See accompanying independent auditors' report.