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

(Mark One)

FORM 10-K/A  
AMENDMENT NO. 1

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

FOR THE FISCAL YEAR ENDED DECEMBER 31, 1993

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

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

110 West Broadway 73401  
Ardmore, Oklahoma  
(ADDRESS OF PRINCIPAL EXECUTIVE OFFICES) (ZIP CODE)

Registrant's telephone number, including area code:  
(405) 223-4110

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.

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.

Aggregate market value of Common Stock held by nonaffiliates as of March 14, 1994: \$1,065,252,298.

Number of shares of Common Stock outstanding as of March 14, 1994: 49,943,530.

DOCUMENTS INCORPORATED BY REFERENCE

Listed below are documents parts of which are incorporated herein by reference and the part of this report into which the document is incorporated:

- (1) 1993 annual report to the shareholders - Parts I and II.
- (2) Proxy statement for the 1994 annual meeting of shareholders - Part III.
- (3) Form 10-K for the year ended December 31, 1991 - Part II.

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The Index to Exhibits of Noble Affiliates, Inc.'s Annual Report on Form 10-K for the fiscal year ended December 31, 1993 (the "1993 Form 10-K"), to which reference is made in Item 14 of the 1993 Form 10-K for a list of the exhibits to the 1993 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, 1993 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 the Securities Exchange Act of 1934, the Registrant has duly caused this amendment to be signed on its behalf by the undersigned, thereunto duly authorized.

NOBLE AFFILIATES, INC.

Date: June 28, 1994

By: /s/ WILLIAM D. DICKSON

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 William D. Dickson,  
 Vice President-Finance and Treasurer

INDEX TO EXHIBITS

Exhibit Number -----	Exhibit -----	Sequentially Numbered Page -----
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 fiscal year ended December 31, 1987 and incorporated herein by reference).	
3.2	Composite copy of Bylaws 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, 1992 and incorporated herein by reference).	
4.1	Indenture dated as of June 6, 1989, between the Registrant and First RepublicBank Dallas, National Association, Trustee, including form of the Registrant's 10 1/8% Notes Due June 1, 1997 (filed as Exhibit 4.1 to the Registrant's Registration Statement on Form S-3 (Registration No. 33-14111) and	

incorporated herein by reference).

- 4.2 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).
- 4.3 Indenture dated as of October 14, 1993 entered into between the Registrant and United States Trust Company of New York, as Trustee, relating to the Registrant's 4 1/4% Convertible Subordinated Notes Due 2003, including form of the Registrant's 4 1/4% Convertible Subordinated Note Due 2003 (filed as Exhibit 4.2 to the Registrant's quarterly report on Form 10-Q for the quarter ended September 30, 1993 and incorporated herein by reference).
- 10.1\* Samedan Oil Corporation Bonus Plan revised January 1, 1992 (filed as Exhibit 10.1 to the Registrant's annual report on Form 10-K for the year ended December 31, 1992 and incorporated herein by reference).
- 10.2\* Noble Affiliates Thrift and Profit Sharing Plan, amended and restated effective as of January 1, 1988 (filed as Exhibit 10.2 to the Registrant's annual report on Form 10-K for the fiscal year ended December 31, 1987 and incorporated herein by reference).
- 10.3\* Noble Affiliates Thrift and Profit Sharing Trust, amended and restated effective as of January 1, 1988 (filed as Exhibit 10.3 to the Registrant's annual report on Form 10-K for the fiscal year ended December 31, 1987 and incorporated herein by reference).

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Exhibit Number - - - - -	Exhibit -----	Sequentially Numbered Page -----
10.4*	Amendment No. 1 to the Noble Affiliates Thrift and Profit Sharing Plan, dated September 5, 1989, effective as of September 1, 1989 (filed as Exhibit 10.4 to the Registrant's annual report on Form 10-K for the fiscal year ended December 31, 1989 and incorporated herein by reference).	
10.5*	Amendment No. 2 to the Noble Affiliates Thrift and Profit Sharing Plan, partially effective as of October 18, 1989, and fully effective as of January 1, 1990 (filed as Exhibit 10.5 to the Registrant's annual report on Form 10-K for the fiscal year ended December 31, 1989 and incorporated herein by reference).	
10.6*	Amendment No. 3 to the Noble Affiliates Thrift and Profit Sharing Plan, partially effective as of January 1, 1988, and fully effective as of January 1, 1989 (filed as Exhibit 10.6 to the Registrant's annual report on Form 10-K for the year ended December 31, 1992 and incorporated herein by reference).	
10.7*	Amendment No. 4 to the Noble Affiliates Thrift and Profit Sharing Plan, effective as of May 1, 1991 (filed as Exhibit 10.7 to the Registrant's annual report on Form 10-K for the year ended December 31,	

1992 and incorporated herein by reference).

- 10.8\* Amendment No. 5 to the Noble Affiliates Thrift and Profit Sharing Plan, effective as of May 1, 1992 (filed as Exhibit 10.8 to the Registrant's annual report on Form 10-K for the year ended December 31, 1992 and incorporated herein by reference).
- 10.9\* Amendment No. 6 to the Noble Affiliates Thrift and Profit Sharing Plan, effective as of July 1, 1992 (filed as Exhibit 10.9 to the Registrant's annual report on Form 10-K for the year ended December 31, 1992 and incorporated herein by reference).
- 10.10\* Amendment No. 7 to the Noble Affiliates Thrift and Profit Sharing Plan, effective as of November 1, 1992 (filed as Exhibit 10.10 to the Registrant's annual report on Form 10-K for the year ended December 31, 1992 and incorporated herein by reference).
- 10.11\* Amendment No. 8 to the Noble Affiliates Thrift and Profit Sharing Plan, partially effective as of January 1, 1993, and fully effective as of September 1, 1993.
- 10.12 Guaranty of the Registrant dated October 28, 1982, guaranteeing certain obligations of Samedan.
- 10.13 1988 Nonqualified Stock Option Plan for Non-Employee Directors of the Registrant (filed as Exhibit 10.3 to the Registrant's annual

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Exhibit Number -----	Exhibit -----	Sequentially Numbered Page -----
	report on Form 10-K for the fiscal year ended December 31, 1988 and incorporated herein by reference).	
10.14	Amendment No. 1 to 1988 Nonqualified Stock Option Plan for Non-Employee Directors of the Registrant dated as of July 28, 1992 (filed as Exhibit 10.13 to the Registrant's annual report on Form 10-K for the year ended December 31, 1992 and incorporated herein by reference).	
10.15*	1982 Stock Option Plan of the Registrant (filed as Exhibit 4.1 to registration statement on Form S-8 (Registration No. 2-81590) and incorporated herein by reference).	
10.16*	Amendment No. 1 to the 1982 Stock Option Plan of the Registrant (filed as Exhibit 4.2 to registration statement on Form S-8 (Registration No. 2-81590) and incorporated herein by reference).	
10.17*	Amendment No. 2 to the 1982 Stock Option Plan of the Registrant (filed as Exhibit 10.8 to the Registrant's annual report on Form 10-K for the fiscal year ended December 31, 1985 and incorporated herein by reference).	
10.18*	1978 Non-Qualified Stock Option Plan of the Registrant (filed as Exhibit 1.1 to registration statement on Form S-8 (Registration No. 2-64600) and incorporated herein by reference).	
10.19*	1978 Non-Qualified Stock Option Plan of the Registrant, as amended July 27, 1978 (filed as	

Exhibit 1.2 to registration statement on Form S-8 (Registration No. 2-64600) and incorporated herein by reference).

- 10.20\* Amendment No. 2 to 1978 Non-Qualified Stock Option Plan of the Registrant.
- 10.21\* Amendment No. 3 to 1978 Non-Qualified Stock Option Plan of the Registrant (filed as Exhibit 10.12 to the Registrant's annual report on Form 10-K for the year ended December 31, 1985 and incorporated herein by reference).
- 10.22 Credit Agreement dated as of March 2, 1988, among the Registrant, Bankers Trust Company, as Agent, and the banking institutions listed in Annex I thereto (filed as Exhibit 10.25 to the Registrant's annual report on Form 10-K for the year ended December 31, 1987 and incorporated herein by reference).

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Exhibit Number -----	Exhibit -----	Sequentially Numbered Page -----
10.23	First Amendment to Credit Agreement dated as of December 22, 1989, among the Registrant, Bankers Trust Company, as Agent, and the banking institutions party to the Credit Agreement (filed as Exhibit 10.16 to the Registrant's annual report on Form 10-K for the year ended December 31, 1991 and incorporated herein by reference).	
10.24	Second Amendment to Credit Agreement dated as of October 31, 1991, among the Registrant, Bankers Trust Company, as Agent, and the banking institutions party to the Credit Agreement (filed as Exhibit 10.17 to the Registrant's annual report on Form 10-K for the year ended December 31, 1991 and incorporated herein by reference).	
10.25	Third Amendment to Credit Agreement, among the Registrant, Bankers Trust Company, as Agent, and the banking institutions party to the Credit Agreement dated as of October 30, 1992 (filed as Exhibit 10.24 to the Registrant's annual report on Form 10-K for the year ended December 31, 1992 and incorporated herein by reference).	
10.26	Fourth Amendment to Credit Agreement dated as of September 30, 1993 among the Registrant, Bankers Trust Company, as Agent, and the financial institutions listed on the signature pages thereto (filed as Exhibit 2.6 to the Registrant's Registration Statement on Form S-3 (No. 33-69248) and incorporated herein by reference).	
10.27	Agreement dated March 31, 1989, by and between Apache Corporation and the Registrant (filed as Exhibit 2(a) to the Registrant's current report on Form 8-K (Date of Report: May 16, 1989) and incorporated herein by reference).	
10.28	Consent regarding agreement dated April 30, 1989, by and between Apache Corporation and the Registrant (filed as Exhibit 2(b) to the Registrant's current report on Form 8-K (Date of Report: May 16, 1989) and incorporated herein by reference).	
10.29*	Noble Affiliates, Inc. 1992 Stock Option and Restricted Stock Plan, as amended and restated, dated	

November 2, 1992 (filed as Exhibit 4.1 to registration statement on Form S-8 (Registration No. 33-54084) and incorporated herein by reference).

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Exhibit Number -----	Exhibit -----	Sequentially Numbered Page -----
10.30	Purchase and Sale Agreement dated as of June 24, 1993 by and between Freeport-McMoRan Oil & Gas Company Division of Freeport-McMoRan Inc., individually and as Managing General Partner of FM Properties Operating Co., and Samedan Oil Corporation (filed as Exhibit 2 to the Registrant's Current Report on Form 8-K dated July 29, 1993 and incorporated herein by reference).	
10.31	Purchase and Sale Agreement dated as of September 16, 1993 by and between FM Properties Operating Co. and Samedan Oil Corporation (filed as Exhibit 2.2 to the Registrant's Registration Statement on Form S-3 (No. 33-69248) and incorporated herein by reference).	
10.32	Purchase and Sale Agreement (Installment Sale) dated as of September 16, 1993 by and between FM Properties Operating Co. and Samedan Oil Corporation (filed as Exhibit 2.3 to the Registrant's Registration Statement on Form S-3 (No. 33-69248) and incorporated herein by reference).	
10.33	Promissory Note dated October 1, 1993 of Samedan Oil Corporation in the principal amount of \$95.6 million payable to FM Properties Operating Co. in connection with the agreement filed as Exhibit 10.32 hereto (filed as Exhibit 2.4 to the Registrant's quarterly report on Form 10-Q for the quarter ended September 30, 1993 and incorporated herein by reference).	
10.34	Letter agreement dated September 16, 1993 between FM Properties Operating Co. and Samedan Oil Corporation relating to the agreements filed as Exhibits 10.31 and 10.32 hereto (filed as Exhibit 2.5 to the Registrant's Registration Statement on Form S-3 (No. 33-69248) and incorporated herein by reference).	
13	The following information appearing on the following pages of the Registrant's 1993 annual report to Shareholders: (i) management's discussion and analysis of financial condition and results of operations, pages 15 through 20; (ii) selected financial data, page 21; (iii) the consolidated financial statements, together with the report thereon of Arthur Andersen & Co. dated January 24, 1994, pages 22 through 31, and the unaudited information, pages 32 through 35; and (iv) the table captioned "Dividends and Stock Prices by Quarters," inside back cover.	
21	Subsidiaries.	
23	Consent of Arthur Andersen & Co.	

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Exhibit Number -----	Exhibit -----	Sequentially Numbered Page -----
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- 99.1 Pages F-1 through F-12 of the Registrant's annual report on Form 10-K for the year ended December 31, 1991, which pages are incorporated herein by reference to such Form 10-K.
- 99.2 Financial statements required by Form 11-K for the fiscal year ended December 31, 1993 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.

EXHIBIT 99.2

The Financial Statements required by Form 11-K for the fiscal year ended December 31, 1993 with respect to the Noble Affiliates Thrift and Profit Sharing Plan are filed in paper format under cover of Form SE in accordance with Instruction E to Form 11-K.

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 Plan's previously filed Registration Statement on Form S-8 (File No. 2-66654).

ARTHUR ANDERSEN & CO.

Oklahoma City, Oklahoma  
June 27, 1994