

FORM 5

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

OMB APPROVAL

// CHECK BOX IF NO LONGER
SUBJECT TO SECTION 16.
FORM 4 OR FORM 5 OBLI-
GATIONS MAY CONTINUE.
SEE INSTRUCTION 1(b).

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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(f) of the Investment Company Act of 1940

OMB NUMBER: 3235-0362
EXPIRES: DECEMBER 31, 2001
ESTIMATED AVERAGE BURDEN
HOURS PER RESPONSE . . . 1.0

// FORM 3 HOLDINGS REPORTED
// FORM 4 TRANSACTIONS REPORTED

1. Name and Address of Reporting Person*			2. Issuer Name and Ticker or Trading Symbol		6. Relationship of Reporting Person(s) to Issuer (Check all applicable)	
Woodson	James	C.	Noble Affiliates, Inc. (NYSE:NBL)		Director 10% Owner	
(Last)	(First)	(Middle)	3. IRS or Social Security Number of Reporting Person (Voluntary) 432-78-3991		X Officer (give title below) Other (specify below) Sr. VP and Operating Committee Member of Samedan Oil Corporation a subsidiary of Issuer.	
Route 3, Box 23E			4. Statement for Month/Year December 1999		7. Individual or Joint/Group Reporting (check applicable line) Form Filed by One Reporting Person Form filed by More than One Reporting Person	
(Street)			5. If Amendment, Date of Original (Month/Year)		---	
Ardmore	OK	73401	---			
(City)	(State)	(Zip)	TABLE I -- NON-DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR BENEFICIALLY OWNED			

1. Title of Security (Instr. 3)	2. Trans- action Date (Month/ Day/ Year)	3. Transac- tion Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Owner- ship Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Amount	(A) or (D) Price			
Common Stock	*	T	806	A *	11800	I	Thrift Plan
Common Stock					410	D	

* These shares were acquired after December 31, 1998, during the fiscal year under the Noble Affiliates, Inc. Thrift and Profit Sharing Plan at an average price of \$36.30 per share, in transactions that were exempt from Section 16 (b) by virtue of old rule 16a - 8(b). The information presented is as of December 31, 1999.

* If the form is filed by more than one reporting person, see instruction 4 (b) (v).

(Over)
SEC 2270 (7/97)

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 CONTROL NUMBER.