

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL	
OMB Number:	3235-0287
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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**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>NOBLE ENERGY INC</u> _____ (Last) (First) (Middle) <u>1001 NOBLE ENERGY WAY</u> _____ (Street) <u>HOUSTON TX 77070</u> _____ (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Noble Midstream Partners LP [ NBLX ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/14/2019</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Units representing limited partnership interests	05/14/2019		C		15,902,584	A	(1)	17,992,598	I	See Footnotes <sup>(2)</sup>

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Subordinated Units representing limited partnership interest	(1)	05/14/2019		C		15,902,584		(1)	(1)	Common Units representing limited partnership interests	15,902,584	(1)	0	I	See Footnotes <sup>(2)</sup>

1. Name and Address of Reporting Person* <u>NOBLE ENERGY INC</u> _____ (Last) (First) (Middle) <u>1001 NOBLE ENERGY WAY</u> _____ (Street) <u>HOUSTON TX 77070</u> _____ (City) (State) (Zip)
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1. Name and Address of Reporting Person* <u>NBL Midstream, LLC</u> _____ (Last) (First) (Middle) <u>1001 NOBLE ENERGY WAY</u> _____ (Street) <u>HOUSTON TX 77070</u> _____ (City) (State) (Zip)
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**Explanation of Responses:**

- 1. Represents the conversion of 15,902,584 subordinated units representing limited partnership interests in Noble Midstream Partners LP (the "Issuer"), which were converted into common units representing limited partnership interests in the Issuer on a one-for-one basis upon termination of the subordination period as set forth in the First Amended and Restated Agreement of Limited Partnership of the Issuer, dated September 20, 2016.
- 2. This Form 4 is filed jointly by (1) Noble Energy, Inc. ("Noble"), a Delaware corporation and 100% owner of NBL Midstream, LLC ("NBL Midstream") and (2) NBL Midstream, a wholly-owned subsidiary of Noble and owner of all of the membership interests of Noble Midstream GP LLC, the general partner of the Issuer. Noble, as the 100% owner of NBL Midstream, is deemed to indirectly beneficially own the securities held by NBL Midstream.

**Remarks:**

/s/Jennifer Johnson, Assistant  
Secretary of Noble Energy, Inc.     05/15/2019

/s/Peter Hutcheson, Assistant  
Secretary of NBL Midstream, LLC     05/15/2019

\*\* Signature of Reporting Person     Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**