

OMB APPROVAL	
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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>Rimer Charles J.</u>  (Last) (First) (Middle) 1001 NOBLE ENERGY WAY  (Street) HOUSTON TX 77070  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>NOBLE ENERGY INC [ NBL ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Sr. VP US Onshore</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/01/2018</u>	
		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Noble Energy, Inc. Common Stock	02/01/2018		F		446 <sup>(1)</sup>	D	\$30.89	77,593	D	
Noble Energy, Inc. Common Stock	02/01/2018		F		1,310 <sup>(2)</sup>	D	\$30.89	76,283	D	
Noble Energy, Inc. Common Stock	02/01/2018		A		17,562 <sup>(3)</sup>	A	\$0	93,845	D	
Noble Energy, Inc. Common Stock	02/01/2018		M		6,503	A	<sup>(4)</sup>	100,348	D	
Noble Energy, Inc. Common Stock	02/01/2018		D		6,503 <sup>(5)</sup>	D	\$30.89	93,845	D	
Noble Energy, Inc. Common Stock								5,095	I	401(k)

**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
Employee Stock Option Grant (Right to Buy)	\$30.89	02/01/2018		A		22,206		<sup>(6)</sup>	02/01/2028	Noble Energy, Inc. Common Stock	22,206	\$0	22,206	D	
Phantom Unit	<sup>(4)</sup>	02/01/2018		M		6,503		02/01/2018	02/01/2018	Noble Energy, Inc. Common Stock	6,503	<sup>(4)</sup>	0	D	

**Explanation of Responses:**

- Reflects shares relinquished to Noble Energy, Inc. by the reporting person out of, and to cover estimated tax withholding for, restricted shares granted on February 1, 2016, and vesting on February 1, 2018. The stock price reflected in Table I Column 4 was determined based on "fair market value," defined in the 1992 Plan for this transaction as the closing trading price of Noble Energy, Inc. common stock on the NYSE on February 1, 2018.
- Reflects shares relinquished to Noble Energy, Inc. by the reporting person out of, and to cover estimated tax withholding for, restricted shares granted on February 1, 2017, and vesting on February 1, 2018. The stock price reflected in Table I Column 4 was determined based on "fair market value," defined in the 1992 Plan for this transaction as the closing trading price of Noble Energy, Inc. common stock on the NYSE on February 1, 2018.
- Restricted shares of Noble Energy, Inc. Common Stock subject to vesting 1/3 after year one, 1/3 after year two and the final 1/3 after year three, granted under the 2017 Plan.
- Each phantom unit is the economic equivalent of one share of Noble Energy, Inc. Common Stock to be settled in cash upon vesting and subject to a maximum settlement value of \$126.60 per unit plus the equivalent value of accrued and unpaid dividends. Phantom units were granted under the 1992 Plan and will vest 100% two years after the date of grant.
- Reflects settlement of phantom units in cash for, the phantom units granted on February 1, 2016, and vesting on February 1, 2018. The stock price reflected in Table I Column 4 was determined based on "fair market value," defined in the 1992 Plan for this transaction as the closing trading price of Noble Energy, Inc. common stock on the NYSE on February 1, 2018.
- The option is exercisable in three equal annual installments beginning one year after the date of grant, granted under the 2017 Plan.

/s/ Aaron G. Carlson,  
Attorney-in-Fact

02/05/2018

\*\* 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.**