

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).
// FORM 3 HOLDINGS REPORTED
// FORM 4 TRANSACTIONS REPORTED

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

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)	
Poillion	W.	A.	Noble Affiliates, Inc. (NYSE:NBL)		Director	10% Owner
(Last)	(First)	(Middle)	3. IRS or Social Security Number of Reporting Person (Voluntary)		X Officer (give title below) Other (specify below)	
2203 Ridgeway, S.W.			438-70-0844		Sr. VP and Operating Committee Member of Samedan Oil Corporation & subsidiary of Issuer.	
(Street)			4. Statement for Month/Year		7. Individual or Joint/Group Reporting (check applicable line)	
			December 1999		Form Filed by One Reporting Person	
			5. If Amendment, Date of Original (Month/Year)		Form filed by More than One Reporting Person	

Ardmore	OK	73401	TABLE I -- NON-DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR BENEFICIALLY OWNED			
(City)	(State)	(Zip)				

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	786	A	*	13,746	I	Thrift Plan
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Common Stock						16,727	D	
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* 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 \$33.59 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.