

OMB APPROVAL	
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**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

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>Walker Thomas Hodge</u> <hr/> (Last) (First) (Middle) 1001 NOBLE ENERGY WAY <hr/> (Street) HOUSTON TX 77070 <hr/> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 02/19/2018	3. Issuer Name and Ticker or Trading Symbol <u>NOBLE ENERGY INC [ NBL ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) SVP, U.S. Onshore	5. If Amendment, Date of Original Filed (Month/Day/Year)  6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Noble Energy, Inc. Common Stock	41,578	D	

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Employee Stock Option Grant (Right to Buy)	(1)	01/30/2019	Noble Energy, Inc. Common Stock	6,268	25.1025	D	
Employee Stock Option Grant (Right to Buy)	(1)	02/01/2020	Noble Energy, Inc. Common Stock	4,470	37.545	D	
Employee Stock Option Grant (Right to Buy)	(1)	02/01/2021	Noble Energy, Inc. Common Stock	4,852	45.2025	D	
Employee Stock Option Grant (Right to Buy)	(1)	02/01/2022	Noble Energy, Inc. Common Stock	4,958	50.91	D	
Employee Stock Option Grant (Right to Buy)	(1)	02/01/2023	Noble Energy, Inc. Common Stock	6,316	54.595	D	
Employee Stock Option Grant (Right to Buy)	(1)	01/31/2024	Noble Energy, Inc. Common Stock	4,491	62.33	D	
Employee Stock Option Grant (Right to Buy)	(1)	01/30/2025	Noble Energy, Inc. Common Stock	12,034	47.74	D	
Employee Stock Option Grant (Right to Buy)	(1)	02/01/2026	Noble Energy, Inc. Common Stock	17,244	31.65	D	
Phantom Unit	02/01/2019	02/01/2019	Noble Energy, Inc. Common Stock	5,502	(2)	D	
Employee Stock Option Grant (Right to Buy)	(1)	02/01/2027	Noble Energy, Inc. Common Stock	10,055	39.46	D	
Employee Stock Option Grant (Right to Buy)	(3)	02/01/2028	Noble Energy, Inc. Common Stock	14,326	30.89	D	

**Explanation of Responses:**

1. The option is exercisable in three equal annual installments beginning one year after the date of grant.

2. 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 three years after the date of grant upon, and subject to a formula related to, the Company's achievement of certain levels of total shareholder return (TSR) relative to a pre-determined industry peer group.

3. 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

02/21/2018

\*\* 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 5 (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.**

LIMITED POWER OF ATTORNEY

For Executing SEC Forms 3, 4 and 5

The undersigned hereby constitutes and appoints each of Aaron G. Carlson, Pamela L. Taylor and Harry R. Beaudry signing singly, as the undersigned's true and lawful attorneys-in-fact to:

(1) execute for and on behalf of the undersigned, in the undersigned's capacity as a director or officer of Noble Energy, Inc. (the "Company"), SEC Forms 3, 4 and 5 and amendments thereto in accordance with Section 16(a) of the Securities Exchange Act of 1934, as amended, and the rules promulgated thereunder;

(2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4 or 5 or amendment thereto and timely file such form with the United States Securities and Exchange Commission (the "SEC") and any stock exchange or similar authority; and

(3) take any other action of any type whatsoever which in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Limited Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in his or her discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or his or her substitute or substitutes, shall lawfully do or cause to be done by virtue of this Limited Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Limited Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file SEC Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities relating to the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact. This Limited Power of Attorney revokes, replaces and supercedes all prior Limited Powers of Attorney related to the filing of SEC Forms 3, 4 and 5 with respect to the undersigned's holdings and transactions in securities relating to the Company.

IN WITNESS WHEREOF, the undersigned has caused this Limited Power of Attorney to be executed effective as of the 15th day of February 2018.

/s/ Thomas H. Walker  
Thomas H. Walker