

SECURITIES AND EXCHANGE
COMMISSION Washington, DC 20549
SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No.)

NOBLE AFFILIATES, INC. (Name of Issuer)
SB NT CV DEB 4.25%03 (Title of Class of Securities)
654894AD6
(CUSIP Number)

Check the following box if a fee is being paid with this
statement.

X
(A fee is not required only if the filing person: (1) has a
previous statement
on file reporting beneficial ownership of more than five
percent of the class
of securities described in Item 1; and (2) has filed no
amendment subsequent
thereto reporting beneficial ownership of five percent or
less of such class).

(See Rule 13d-7).
The remainder of this cover page shall be filled out for a
reporting person's
initial filing on this form with respect to the subject
class of securities,
and for any subsequent amendment containing information
which would alter the
disclosures provided in the prior coverage page.
The information required in the remainder of this cover page
shall not be
deemed to be "filed" for the purpose of Section 18 of the
Securities Exchange
Act of 1934 ("Act") or otherwise subject to the liabilities
of that section of
the Act but shall be subject to all other provisions of the
Act (however, see
the Notes).

(Continued on following pages(s))

Page 1 of 12 Pages

CUSIP NO.
654894AD6
13G

1
NAME OF REPORTING PERSON
NationsBank Corporation
S.S. OR I.R.S. IDENTIFICATION NO.
OF ABOVE PERSON
56-0906609

2
CHECK THE APPROPRIATE BOX IF A
MEMBER OF A GROUP*
(a)

(b)

X
3
SEC USE ONLY

4
CITIZENSHIP OR PLACE OF
ORGANIZATION
North Carolina Corporation
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH
REPORTING PERSON WITH

5
SOLE VOTING POWER
16,350,000

6
SHARED VOTING POWER
- -0-

7
SOLE DISPOSITIVE POWER
10,525,000

8
SHARED DISPOSITIVE POWER

- -0-

9

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

16,350,000

10

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES *

11

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 10.9%

12

TYPE OF REPORTING PERSON *

HC

*SEE INSTRUCTION BEFORE FILLING OUT!

Page 2 of 12 Pages

CUSIP NO.

654894AD6

13G

1

NAME OF REPORTING PERSON

N.B. Holdings Corporation

S.S. OR I.R.S. IDENTIFICATION NO.

OF ABOVE PERSON

2

CHECK THE APPROPRIATE BOX IF A

MEMBER OF A GROUP*

(a)

(b)

X

3

SEC USE ONLY

4

CITIZENSHIP OR PLACE OF

ORGANIZATION

North Carolina Corporation

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH

REPORTING PERSON WITH

5

SOLE VOTING POWER

16,350,000

6

SHARED VOTING POWER

- -0-

7

SOLE DISPOSITIVE POWER

10,525,000

8

SHARED DISPOSITIVE POWER

- -0-

9

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

16,350,000

10

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES *

11

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

10.9%

12

TYPE OF REPORTING PERSON *

HC

*SEE INSTRUCTION BEFORE FILLING OUT!

Page 3 of 12 Pages

CUSIP NO.

654894AD6

13G

1

NAME OF REPORTING PERSON

NationsBank, N.A.

S.S. OR I.R.S. IDENTIFICATION NO.

OF ABOVE PERSON

2

CHECK THE APPROPRIATE BOX IF A

MEMBER OF A GROUP*

(a)

(b)
X
3
SEC USE ONLY
4
CITIZENSHIP OR PLACE OF ORGANIZATION
U.S. National Banking Association
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
5
SOLE VOTING POWER
125,000
6
SHARED VOTING POWER
- -0-
7
SOLE DISPOSITIVE POWER
- -0-
8
SHARED DISPOSITIVE POWER
- -0-
9
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
125,000
10
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES *

11
PERCENT OF CLASS REPRESENTED BY AMOUNT
IN ROW 9 .1%

12
TYPE OF REPORTING PERSON *
BK

*SEE INSTRUCTION BEFORE FILLING OUT!

Page 4 of 12 Pages

CUSIP NO.

654894AD6

13G

1
NAME OF REPORTING PERSON
NationsBank Trust Company, N.A.
S.S. OR I.R.S. IDENTIFICATION NO.
OF ABOVE PERSON

2
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b)

X

3

SEC USE ONLY

4

CITIZENSHIP OR PLACE OF ORGANIZATION
U.S. National Banking Association
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5

SOLE VOTING POWER

125,000

6

SHARED VOTING POWER

- -0-

7

SOLE DISPOSITIVE POWER

- -0-

8

SHARED DISPOSITIVE POWER

- -0-

9

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
125,000

10

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES *

11
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
.1%

12
TYPE OF REPORTING PERSON *
BK
*SEE INSTRUCTION BEFORE FILLING OUT!
Page 5 of 12 Pages
CUSIP NO.
654894AD6

13G
1
NAME OF REPORTING PERSON
NationsBank of North Carolina, N.A.
S.S. OR I.R.S. IDENTIFICATION NO.
OF ABOVE PERSON

2
CHECK THE APPROPRIATE BOX IF
A MEMBER OF A GROUP*

(a)
(b)

X
3
SEC USE ONLY

4
CITIZENSHIP OR PLACE OF ORGANIZATION
U.S. National Banking Association
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH
REPORTING PERSON WITH

5
SOLE VOTING POWER
325,000

6
SHARED VOTING POWER
- -0-

7
SOLE DISPOSITIVE POWER
225,000

8
SHARED DISPOSITIVE POWER
- -0-

9
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
325,000

10
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES *

11
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
.2%

12
TYPE OF REPORTING PERSON *
BK
*SEE INSTRUCTION BEFORE FILLING OUT!
Page 6 of 12 Pages
CUSIP NO.
654894AD6

13G
1
NAME OF REPORTING PERSON
NationsBank Texas Bancorporation, Inc.
S.S. OR I.R.S. IDENTIFICATION NO.
OF ABOVE PERSON

2
CHECK THE APPROPRIATE BOX IF A
MEMBER OF A
GROUP*

(a)
(b)

X
3
SEC USE ONLY

4

CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware Corporation
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH
REPORTING PERSON WITH

5
SOLE VOTING POWER
15,900,000

6
SHARED VOTING POWER
- -0-

7
SOLE DISPOSITIVE POWER
10,300,000

8
SHARED DISPOSITIVE POWER
- -0-

9
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
15,900,000

10
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES *

11
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
10.6%

12
TYPE OF REPORTING PERSON *
HC

*SEE INSTRUCTION BEFORE FILLING OUT!

Page 7 of 12 Pages

CUSIP NO.
654894AD6

13G

1
NAME OF REPORTING PERSON
NationsBank of Texas, N.A.
S.S. OR I.R.S. IDENTIFICATION NO.
OF ABOVE PERSON

2
CHECK THE APPROPRIATE BOX IF A
MEMBER OF A GROUP*

(a)
(b)

X

3
SEC USE ONLY

4
CITIZENSHIP OR PLACE OF
ORGANIZATION
U.S. National Banking Association
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH
REPORTING PERSON WITH

5
SOLE VOTING POWER
15,900,000

6
SHARED VOTING POWER
- -0-

7
SOLE DISPOSITIVE POWER
10,300,000

8
SHARED DISPOSITIVE POWER
- -0-

9
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
15,900,000

10
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES *

11
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
10.6%

12

TYPE OF REPORTING PERSON *

BK

*SEE INSTRUCTION BEFORE FILLING OUT!

Page 8 of 12 Pages

SCHEDULE 13G

Item 1(a) Name of Issuer:

Noble Affiliates, Inc.

Item 1(b) Address of Issuer's Principal Executive

Offices:

110 W. Broadway

P. O. Box 1967

Ardmore, OK 73402-1967

Item 2(a) Name of Person(s) Filing:

(a) NationsBank Corporation

(b) N.B. Holdings Corporation

(c) NationsBank, N.A.

(d) NationsBank Trust Company, N.A.

(e) NationsBank of North Carolina, N.A.

(f) NationsBank Texas Bancorporation, Inc.

(g) NationsBank of Texas, N.A.

Item 2(b) Address of Principal Business Office or, if none, Residence:

(a) NationsBank Plaza, Charlotte, North Carolina 28255

(b) NationsBank Plaza, Charlotte, North Carolina 28255

(c) 6610 Rockledge Drive, Bethesda, Maryland 20817

(d) 1501 Pennsylvania Avenue, NW, Washington, DC 20013

(e) NationsBank Plaza, Charlotte, NC 28255

(f) NationsBank Plaza, Charlotte, NC 28255

(g) 901 Main Street, Dallas, TX 75202

Item 2(c) Citizenship:

(a) North Carolina Corporation

(b) North Carolina Corporation

(c) U.S. National Banking Association

(d) U.S. National Banking Association

(e) U.S. National Banking Association

(f) Delaware Corporation

(g) U.S. National Banking Association

Item 2(d) Title of Class of Securities:

SB NT CV DEB 4.25%03

Item 2(e) CUSIP Number:

654894AD6

Item 3 If this statement is filed pursuant to Rules 13d-1(b),

or 13d-2(b),

Page 9 of 12 Pages

check whether the person filing is a:

(a)

Broker or Dealer registered under Section 15 of the Act

(b)

X

Bank as defined in Section 3(a)(6) of the Act

(c)

Insurance Company as defined in Section 3(a)(19) of the Act

(d)

Investment Company registered under Section 8 of the Investment Company Act

(e)

Investment Advisor registered under Section 203 of the Investment Advisors Act of 1940

(f)

Employee Benefit Plan, Pension Fund which is subject to the provisions of the Employee Retirement Income Security Act of 1974 or Endowment Fund; see Sub-section 240.13d1(b)(1)(ii)(F)

(g)

X

Parent Holding Company in accordance with Sub-section 240.13d-1(b)(ii)(G) (Note: See Item 7)

(h)

X

Group, in accordance with Sub-section 240.13d1(b)(1)(ii)(H)

The following entities are holding companies:

NationsBank Corporation

N.B. Holdings Corporation

NationsBank, N.A.

NationsBank Texas Bancorporation, Inc.

The following entities are banks:

NationsBank, N.A.

NationsBank Trust Company, N.A.

NationsBank of North Carolina, N.A.

NationsBank of Texas, N.A.

The following entities are registered investment advisors:

Item 4 Ownership:

With respect to the beneficial ownership of the reporting entity as of 9/30/94, see Items 5 through 11, inclusive, of the respective cover pages of this Schedule 13G applicable to such entity which are incorporated herein by reference.

Item 5 Ownership of Five Percent or Less of a Class:

Not Applicable

Item 6 Ownership of More Than Five Percent on Behalf of Another Person:

The reported shares are held in various fiduciary accounts, and accordingly, dividends, and the proceeds of such shares, are payable to other persons, including such accounts, the beneficiaries or settlors thereof or a combination of such persons. In certain instances, other persons (including beneficiaries and settlors) may be deemed to have the power to direct receipt of dividends or the proceeds of the sale of shares reported herein. To the best of the undersigned's knowledge and belief, no one other person has such an

Page 10 of 12 Pages

economic interest relating to more than 5% of the class of reported shares.

Item 7 Identification and Classification of the Subsidiary Which

Acquired the Security Being Reported on By the Parent Holding Company:

Pursuant to Rule 13d-1(b)(1)(ii)(G) of the Securities Exchange Act of 1934, NationsBank Corporation is filing this Schedule 13G as a parent

holding company of the following:

a. N.B. Holdings Corporation, which is a holding company of its subsidiaries, NationsBank, N.A. NationsBank of North Carolina, N.A. classifiable under Item 3(b) as Banks as defined in Section 3(a)(6) of the Securities Exchange Act of 1934.

b. N.B. Holdings Corporation, which is a holding company of its subsidiary, NationsBank Texas Bancorporation, Inc., which is a holding company of its subsidiary, NationsBank of Texas, N.A., classifiable under Item 3(b) as a Bank as defined in Section 3(a)(6) of the Securities Exchange Act of 1934.

c. N.B. Holdings Corporation, which is a holding company of its subsidiary, NationsBank, N.A., which is a holding company of its subsidiary, NationsBank Trust Company, N.A., classifiable under Item 3(b) as a Bank as defined in Section 3(a)(6) of the Securities Exchange Act of 1934.

Item 8 Identification and Classification of Members of the Group:

Except for the relationships referred to in Item 7 hereof, the reporting entities do not affirm the existence of a group. This Form is filed on behalf

of each of the entities listed in Item 2(a) hereof.

Item 9 Notice of Dissolution of Group:

Not Applicable

Item 10 Certification:

By signing below, I certify that, to the best of my knowledge and belief, the securities referenced to the above were acquired in the ordinary course of business and were not acquired for the purpose of and do not have the effect of changing or influencing the control of the issuer of such securities and were not acquired in connection with or as a participant in any transaction having such purpose or effect.

Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

NATIONSBANK CORPORATION

N.B. HOLDINGS CORPORATION

NATIONSBANK, N.A.

NATIONSBANK TRUST COMPANY, N.A.

NATIONSBANK OF NORTH CAROLINA, N.A.

NATIONSBANK TEXAS BANCORPORATION, INC.

NATIONSBANK OF TEXAS, N.A.

Date:

By:

Signature

Mary Jo Inglett/Compliance Officer

Name/Title

Page 12 of 12 Pages