

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>EDELMAN THOMAS J</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 ENERGY INC [NBL]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>12/23/2019</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			
Noble Energy, Inc. Common Stock	12/23/2019		j ⁽¹⁾		200,000	D	\$0	0	I	Deferred Comp. Plans
Noble Energy, Inc. Common Stock	12/23/2019		j ⁽¹⁾		200,000	A	\$0	3,368,284	D	
Noble Energy, Inc. Common Stock	12/23/2019		s ⁽²⁾		200,000	D	\$23.9819 ⁽³⁾	3,168,284	D	
Noble Energy, Inc. Common Stock								20,000	I	By Spouse
Noble Energy, Inc. Common Stock								20,000	I	By Trust for Eleanor Edelman ⁽⁴⁾
Noble Energy, Inc. Common Stock								20,000	I	By Trust for Elizabeth Eleanor ⁽⁵⁾
Noble Energy, Inc. Common Stock								40,000	I	Descendants Trust ⁽⁶⁾
Noble Energy, Inc. Common Stock								60,000	I	Edelman Business Ventures

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		Date Exercisable	Expiration Date					

Explanation of Responses:

- This filing reflects a change in the form of beneficial ownership of 200,000 shares of Noble Energy, Inc. Common Stock as a result of a distribution of such shares to the reporting person under a deferred compensation plan.
- The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person.
- This transaction was executed in multiple trades from \$23.48 to \$24.38. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- Shares held indirectly in Eleanor Edelman 2011 Trust for which Mr. Edelman is trustee.
- Shares held indirectly in Elizabeth Eleanor 2011 Trust for which Mr. Edelman is trustee.

6. Shares held indirectly in Descendants Trust for which Mr. Edelman is trustee.

/s/ Rachel Clingman, attorney-
in-fact for Thomas J. Edleman

12/23/2019

** 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.