

Hatley Dustin A.  
Form 4  
February 05, 2019

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

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 OF  
SECURITIES**

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(h) of the Investment Company Act of 1940

## OMB APPROVAL

OMB  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Hatley Dustin A.

(Last) (First) (Middle)

1001 NOBLE ENERGY WAY

(Street)

HOUSTON, TX 77070

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
NOBLE ENERGY INC [NBL]

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/01/2019

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

VP, Chief Accounting Officer

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting  
Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3)       | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>(Instr. 4) |
|---------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-----------------------------------------|
| Noble<br>Energy,<br>Inc.<br>Common<br>Stock | 02/01/2019                              |                                                             | F                                    | 564 <sup>(1)</sup> D                                                    | \$ 22.39 33,168                                                                                                    | D                                                                    |                                         |
| Noble<br>Energy,<br>Inc.<br>Common<br>Stock | 02/01/2019                              |                                                             | F                                    | 434 <sup>(2)</sup> D                                                    | \$ 22.39 32,734                                                                                                    | D                                                                    |                                         |
| Noble<br>Energy,                            | 02/01/2019                              |                                                             | D                                    | 3,902 <sup>(3)</sup> D                                                  | \$ 0 28,832                                                                                                        | D                                                                    |                                         |

# Edgar Filing: Hatley Dustin A. - Form 4

Inc.  
Common  
Stock

Noble  
Energy,  
Inc.

02/01/2019

A

8,932  
(4)

A

\$ 0

37,764

D

Common  
Stock

Noble  
Energy,  
Inc.

Common  
Stock

601

I

401(k)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474  
(9-02)

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

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, and<br>5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |     | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                    |                                             |                                        |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-----------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|-----|---------------------------------------------------------------------|--------------------|---------------------------------------------|----------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V                                                                                                         | (A)                                                            | (D) | Date<br>Exercisable                                                 | Expiration<br>Date | Title                                       | Amount<br>or<br>Number<br>of<br>Shares |
| Phantom<br>Unit                                     | (5)                                                                | 02/01/2019                              |                                                             | J                                    |                                                                                                           | 3,902<br>(6)                                                   |     | 02/01/2019                                                          | 02/01/2019         | Noble<br>Energy,<br>Inc.<br>Common<br>Stock | 3,902                                  |
| Phantom<br>Unit                                     | (7)                                                                | 02/01/2019                              |                                                             | A                                    |                                                                                                           | 3,573                                                          |     | 02/01/2022                                                          | 02/01/2022         | Noble<br>Energy,<br>Inc.<br>Common<br>Stock | 3,573                                  |

## Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

## Edgar Filing: Hatley Dustin A. - Form 4

| Director | 10% Owner | Officer | Other |
|----------|-----------|---------|-------|
|----------|-----------|---------|-------|

Hatley Dustin A.  
1001 NOBLE ENERGY WAY  
HOUSTON, TX 77070

VP, Chief  
Accounting  
Officer

## Signatures

/s/ Pamela L. Taylor, attorney-in-fact for Dustin A.  
Hatley

02/04/2019

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* 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).

(1) 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, 2019. 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, 2019.

(2) 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, 2018, and vesting on February 1, 2019. The stock price reflected in Table I Column 4 was determined based on "fair market value," defined in the 2017 Plan for this transaction as the closing trading price of Noble Energy, Inc. common stock on the NYSE on February 1, 2019.

(3) Reflects unvested shares of performance restricted stock granted on February 1, 2016 forfeited to Noble Energy, Inc. on February 1, 2019.

(4) Restricted shares of Noble Energy, Inc. Common Stock subject to vesting 40% after year one, 40% after year two and the final 20% after year three, granted under the 2017 Plan.

(5) 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.

(6) Reflects unvested performance phantom units granted on February 1, 2016 forfeited to Noble Energy, Inc. on February 1, 2019.

(7) Each phantom unit is the economic equivalent of one share of Noble Energy, Inc. Common Stock to be settled in cash upon vesting plus the equivalent value of accrued and unpaid dividends. Phantom units were granted under the 2017 Plan and will vest 100% three years after the date of grant.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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