Brown Ted D Form 4

December 19, 2008

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

OMB APPROVAL OMB

3235-0287 Number:

January 31, Expires: 2005

Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

(Print or Type Responses)

1(b).

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Brown Ted D Issuer Symbol NOBLE ENERGY INC [NBL] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner Other (specify Officer (give title 100 GLENBOROUGH DRIVE, 12/17/2008 below) SUITE 100 Sr. VP Northern Region

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

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

HOUSTON, TX 77067

(City)	(State)	(Zip) Tabl	e I - Non-D	Derivative	Secui	rities Acq	uired, Disposed o	of, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr. 3, 4 and 5)			ed of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Noble Energy, Inc. Common Stock	12/17/2008		Code V M	Amount 5,000	` '	Price \$ 32.05	49,362	D	
Noble Energy, Inc. Common Stock	12/17/2008		S	2,499	D	\$ 51.48	46,863	D	
Noble Energy,	12/17/2008		S	12	D	\$ 51.49	46,851	D	

Edgar Filing: Brown Ted D - Form 4

Inc. Common Stock						
Noble Energy, Inc. Common Stock	12/17/2008	S	300	D	\$ 51.5 46,551	D
Noble Energy, Inc. Common Stock	12/17/2008	S	129	D	\$ 46,422	D
Noble Energy, Inc. Common Stock	12/17/2008	S	500	D	\$ 45,922 51.56	D
Noble Energy, Inc. Common Stock	12/17/2008	S	400	D	\$ 51.57 45,522	D

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

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 control number.

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 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 tion 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 Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option	\$ 32.05	12/17/2008		M		5,000	05/16/2005	02/22/2010	Noble Energy, Inc.	5,000

Grant Common (right to Stock buy)

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Brown Ted D 100 GLENBOROUGH DRIVE, SUITE 100 HOUSTON, TX 77067

Sr. VP Northern Region

Signatures

Arnold J. Johnson, Attorney-in-Fact

**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).

Remarks:

Column 5 of Table 1 includes 25,024 restricted shares of Noble Energy, Inc. Common Stock directly held by the reporting per Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. 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 number.

Reporting Owners 3