

Walker Thomas Hodge  
 Form 3  
 February 21, 2018

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

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,  
 Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

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

**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	Â

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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**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 of Derivative Security: Direct (D) or Indirect	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Title	Amount or Number of		

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				Shares		(I) (Instr. 5)	
Employee Stock Option Grant (Right to Buy)	Â <u>(1)</u>	01/30/2019	Noble Energy, Inc. Common Stock	6,268	\$ 25.1025	D	Â
Employee Stock Option Grant (Right to Buy)	Â <u>(1)</u>	02/01/2020	Noble Energy, Inc. Common Stock	4,470	\$ 37.545	D	Â
Employee Stock Option Grant (Right to Buy)	Â <u>(1)</u>	02/01/2021	Noble Energy, Inc. Common Stock	4,852	\$ 45.2025	D	Â
Employee Stock Option Grant (Right to Buy)	Â <u>(1)</u>	02/01/2022	Noble Energy, Inc. Common Stock	4,958	\$ 50.91	D	Â
Employee Stock Option Grant (Right to Buy)	Â <u>(1)</u>	02/01/2023	Noble Energy, Inc. Common Stock	6,316	\$ 54.595	D	Â
Employee Stock Option Grant (Right to Buy)	Â <u>(1)</u>	01/31/2024	Noble Energy, Inc. Common Stock	4,491	\$ 62.33	D	Â
Employee Stock Option Grant (Right to Buy)	Â <u>(1)</u>	01/30/2025	Noble Energy, Inc. Common Stock	12,034	\$ 47.74	D	Â
Employee Stock Option Grant (Right to Buy)	Â <u>(1)</u>	02/01/2026	Noble Energy, Inc. Common Stock	17,244	\$ 31.65	D	Â
Phantom Unit	02/01/2019	02/01/2019	Noble Energy, Inc. Common	5,502	\$ <u>(2)</u>	D	Â

			Stock				
Employee Stock Option Grant (Right to Buy)	Â (1)	02/01/2027	Noble Energy, Inc. Common Stock	10,055	\$ 39.46	D	Â
Employee Stock Option Grant (Right to Buy)	Â (3)	02/01/2028	Noble Energy, Inc. Common Stock	14,326	\$ 30.89	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Walker Thomas Hodge 1001 NOBLE ENERGY WAY HOUSTON, TX 77070	Â	Â	Â SVP, U.S. Onshore	Â

## Signatures

/s/ Aaron G. Carlson,  
Attorney-in-Fact

02/21/2018

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* 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).

(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.

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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