

Marks Scott
Form 4
February 25, 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
Number: 3235-0287
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Marks Scott

(Last) (First) (Middle)

13135 S. DAIRY
ASHFORD, SUITE 800

(Street)

SUGAR LAND, TX 77478

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

Noble Corp plc [NE]

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

02/21/2019

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)

Sr. VP-Engineering

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 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 | |
| Shares | 02/21/2019 | | A | | 41,366 | A \$ 0 | 240,677 D |
| Shares | 02/21/2019 | | F | | 10,073 (1) | D \$ 3.355 | 230,604 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
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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)

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| 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 Underlying Securities (Instr. 3 and 4) |
|---|---|---|---|---|---|--|--|
| | | | | Code V (A) (D) | | Date Exercisable Expiration Date Date | Title Amount Number Share |
| Performance Vested Restricted Stock Units (2) | \$ 0 | 02/21/2019 | | D | 137,888 | (3) (3) | Shares 137 |
| Performance Vested Restricted Stock Units (2) | \$ 0 | 02/21/2019 | | A | 214,606 | (4) (4) | Shares 214 |
| Restricted Stock Units (2) | \$ 0 | 02/21/2019 | | A | 107,303 | (5) (5) | Shares 107 |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|--|----------------------------------|
| | Director 10% Owner Officer Other |
| Marks Scott 13135 S. DAIRY ASHFORD SUITE 800 SUGAR LAND, TX 77478 | Sr. VP-Engineering |

Signatures

/s/ Sarah M. Rechter by Power of Attorney dated January 31,
2018 02/25/2019

**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) Amount forfeited for payment of tax.
- (2) Each restricted stock unit represents a contingent right to receive one share.
Represents performance based restricted share units awarded on January 29, 2016 relating to a three-year performance cycle (2016-2018).
- (3) Based on performance at the end of the performance cycle, 41,366 shares underlying this award vested and 96,522 shares underlying this award were forfeited.
- Number of units shown represents the maximum number of shares that could be earned, which is equal to 200% of the number of units
- (4) granted. Vesting occurs upon the company achieving total shareholder return and contract drilling margin goals over a three-year performance cycle (2019-2021) relative to a specified peer group.

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(5) The restricted stock units vest and settle in three equal annual installments beginning on the first anniversary of the grant date.

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.