NOBLE CORP Form 4 October 04, 2005

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Check this box subject to

if no longer Section 16.

Form 4 or Form 5 obligations may continue. See Instruction

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:

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Expires:

January 31, 2005

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response... 0.5

(Print or Type Responses)

1(b).

(Last)

(City)

(Instr. 3)

1. Name and Address of Reporting Person * DAY JAMES C

(First)

(Middle)

13135 SOUTH DAIRY

ASHFORD, SUITE 800

(Street)

2. Issuer Name and Ticker or Trading Symbol

NOBLE CORP [NE]

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

10/04/2005

4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

Issuer

below)

(Check all applicable)

_X__ Director 10% Owner X_ Officer (give title Other (specify

Chairman, CEO & President

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

SUGARLAND, TX 77478

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year)

(State)

(Zip)

Execution Date, if (Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8)

(Instr. 3, 4 and 5)

Code V Amount (D) Price

(A)

5. Amount of Securities Beneficially Owned Following Reported

(Instr. 3 and 4)

Transaction(s)

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I) (Instr. 4)

Ownership (Instr. 4)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

1. Title of Derivative Conversion Security or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if

any

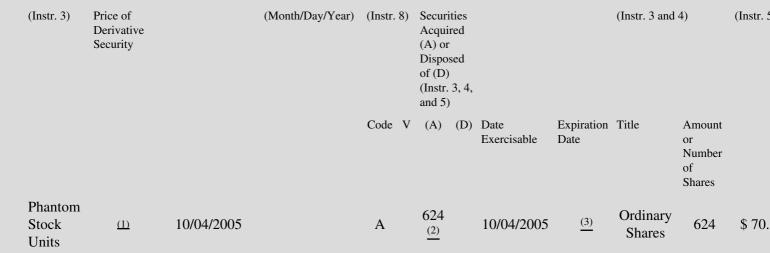
4. Transactionof Code

5. Number 6. Date Exercisable and **Expiration Date** Derivative (Month/Day/Year)

7. Title and Amount of Underlying Securities

8. Price Derivat Securit

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Reporting Owners

Reporting Owner Name / Address Relationships

X

Director 10% Owner Officer Other

DAY JAMES C 13135 SOUTH DAIRY ASHFORD SUITE 800 SUGARLAND, TX 77478

Chairman, CEO & President

Signatures

/s/ James C. Day 10/04/2005

**Signature of Pate 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)** 1 for 1
 - Consists of 624 phantom stock units to be allocated to the Reporting Person under the Noble Drilling Corporation 401(k) Savings Restoration Plan (the "Plan") on the last business day of October, November and December 2005. These units represent amounts payable
- (2) to the Reporting Person by the Issuer in Ordinary Shares in lieu of a portion of the Reporting Person's cash salary at the election of the Reporting Person. The Reporting Person has elected to defer receipt of the Ordinary Shares under the Plan. These phantom stock units are payable to the Reporting Person in Ordinary Shares or cash upon any distribution of such units from the Plan.
- (3) Units of phantom stock are payable to the Reporting Person in Ordinary Shares or cash upon any distribution of such units from the Plan. 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.

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