DAY JAMES C Form 4 February 11, 2003

| OMB APPROVAL              |
|---------------------------|
| OMB Number: 3235-0287     |
| Expires: January 31, 2005 |
| Estimated average burden  |
| hours per response0.5     |

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

# FORM 4

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

 Check this box if no longer subject to Section 16.
 Form 4 or Form 5 obligations may continue.
 See Instruction 1(b).

| • | ame and Address of Reporting 2. Issuer Name an<br>Person* Symbol |    |  |                           | icker or Trading 3. |                |    | . I.R.S. Identification Number of<br>Reporting<br>Person, if an entity (Voluntary) |                                       |  |
|---|--|----|--|---------------------------|---------------------|----------------|----|--|---------------------------------------|--|
|   | DAY, JAMES C.  |    | NOBLE CORPORATION (NYSE:NE)  |                           |                     |                |    | 444-42-2293  |                                       |  |
|   | (Last) (First) (Middle)  |    |  |                           |                     |                |    |  |                                       |  |
|   | 13135 SOUTH DAIRY ASHFORD,<br>SUITE 800                          | 4. | State  | ement for Mon             | th/Day              | /Year          | 5. | <b>If Amendment, D</b><br>( <i>Month/Day/Year</i> )                                | ate of Original                       |  |
|   | (Street)   |    | February 10, 2003  |                           |                     |                |    |  |                                       |  |
|   |  | 6. | <b>Relationship of Reporting Person(s)</b><br><b>to Issuer</b> ( <i>Check All Applicable</i> ) |                           |                     |                |    | Individual or Joint/Group Filing<br>(Check Applicable Line)                        |                                       |  |
|   | SUGAR LAND, TX 77478   |    | x  | Director                  | 0                   | 10% Owner      |    | X  | Form Filed by One<br>Reporting Person |  |
|   | (City) (State) (Zip)   |    | X  | Officer (gi               | ve title            | below)         |    | 0  | Form Filed by More than One Reporting |  |
|   |  |    | 0  | Other (spec               | cify bel            | ow)            |    |  | Person                                |  |
|   |  |    |  | Chairman o<br>Executive ( |                     | oard and Chief |    |  |                                       |  |

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

 \*
 If the form is filed by more than one reporting person, *see* instruction 4(b)(v).

| Title of 2<br>Security<br>(Instr. 3) | 2. Transaction 2.<br>Date<br>(Month/Day/Year) | A. Deemed Execution<br>Date, if any<br>(Month/Day/Year) | 3. Transaction 4<br>Code<br>(Instr. 8) | 4. Securities<br>Disposed (<br>(Instr. 3, 4 | of (D)           | red (A) or 5 | 5. Amount of<br>Sec-<br>urities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Trans-<br>action(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|--------------------------------------|---|---|--|---|------------------|--------------|--|--|---|
|                                      |   |   | Code V                                 | Amount                                      | (A)<br>or<br>(D) | Price        |  |  |   |
| ORDINARY<br>SHARES                   | 2/10/03                                       |   | F                                      | 631   | D                | \$33.04      | 234,247  | D  |   |
| ORDINARY<br>SHARES                   | 2/10/03                                       |   | F                                      | 2,945                                       | D                | \$34.72      | 231,302  | D  |   |
| ORDINARY<br>SHARES                   |   |   |  |   |                  |              | 23,930   | I  | By Trust(1)   |
|                                      |   |   |  |   |                  |              |  |  |   |
|                                      |   |   |  |   |                  |              |  |  |   |
|                                      |   |   |  |   |                  |              |  |  |   |
|                                      |   |   |  |   |                  |              |  |  |   |
|                                      |   |   |  |   |                  |              |  |  |   |
|                                      |   |   | Pa                                     | nge 2                                       |                  |              |  |  |   |

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

| 1. | Title of Derivative 2.<br>Security<br>(Instr. 3) | <b>Transaction</b><br><b>Date</b><br>(Month/Day/Year) |   | Deemed Execution 4.<br>Date, if any<br>(Month/Day/Year) | <b>Transaction 5.</b><br><b>Code</b><br>( <i>Instr. 8</i> ) |     | A) or Disposed of (D) |
|----|--|---|---|---|---|-----|-----------------------|
|    |  |   |   |   | Code V  | (A) | ( <b>D</b> )          |
|    |  |   |   |   |   |     |                       |
|    |  |   | _ |   |   |     |                       |
|    |  |   |   |   |   |     |                       |
|    |  |   |   |   |   |     |                       |
|    |  |   |   |   |   |     |                       |
|    |  |   |   |   |   |     |                       |
|    |  |   |   |   |   |     |                       |
|    |  |   |   |   |   |     |                       |
| _  |  |   |   |   |   |     |                       |
|    |  |   | 1 | Page 3  |   |     |                       |

| Table II       Derivative Securities Acquired, Disposed of, or Beneficially Owned       Continued         (e.g., puts, calls, warrants, options, convertible securities) |  |   |   |  |  |  |  |  |  |
|--|--|---|---|--|--|--|--|--|--|
| 6. Date Exercisable and 7.<br>Expiration Date<br>(Month/Day/Year)  | Title and<br>Amount<br>of Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Number of Derivative Securities<br>Beneficially Owned Following<br>Reported Transaction(s)<br>(Instr. 4) | 10. Ownership Form of<br>Derivative Security:<br>Direct (D) or<br>Indirect (I)<br>(Instr. 4) |  |  |  |  |  |
| Date Expiration<br>Exercisable Date  | Amount or<br>Number of<br>Title Shares                                 |   |   |  |  |  |  |  |  |
|  |  | _   |   |  |  |  |  |  |  |
|  |  |   |   |  |  |  |  |  |  |
|  |  |   |   |  |  |  |  |  |  |
|  |  |   |   |  |  |  |  |  |  |
|  |  |   |   |  |  |  |  |  |  |

#### **Explanation of Responses:**

(1) Amount represents shares held in the Noble Drilling Corporation 401(k) Savings Plan and the Noble Drilling Corporation 401(k) Savings Restoration Plan. Of the shares held by the Reporting Person 7,692 shares were held in the Noble Drilling Corporation 401(k) Savings Plan Trust and 16,238 shares were held in the Noble Drilling Corporation 401(k) Savings Restoration Plan Trust.

| 2/10/03 |
|---------|
|         |

\*\*Signature of Reporting Person

Date

Julie J. Robertson By Power of Attorney dated February 2, 2001

<sup>\*\*</sup> Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

## Edgar Filing: DAY JAMES C - Form 4

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