

NOBLE INTERNATIONAL, LTD.

Form 5

February 07, 2007

FORM 5**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).

Form 3 Holdings
Reported
Form 4
Transactions
Reported

**ANNUAL 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: 3235-0362
Expires: January 31,
2005
Estimated average
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response... 1.0

1. Name and Address of Reporting Person *
SAELI THOMAS L

(Last) (First) (Middle)

28213 VAN DYKE AVENUE

(Street)

WARREN, MI 48093

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol
NOBLE INTERNATIONAL, LTD.
[NOBL]

3. Statement for Issuer's Fiscal Year Ended
(Month/Day/Year)
12/31/2006

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
CEO

6. Individual or Joint/Group Reporting

(check applicable line)

☒ 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) (A) or Amount (D) Price	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
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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
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SEC 2270
(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	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)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount Underlying Security (Instr. 3 and 4)
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	Derivative Security				or Disposed of (D) (Instr. 3, 4, and 5)			Expiration Date	Title	Am or Nu of Sha
					(A)	(D)	Date Exercisable			
Stock Appreciation Right ⁽¹⁾	\$ 18.25	10/27/2006	Â	J	25,000	Â	Â ⁽¹⁾	10/27/2016	Common Stock	
Stock Appreciation Right ⁽¹⁾	\$ 18.25	11/15/2006	Â	J	25,000	Â	Â ⁽¹⁾	11/15/2016	Common Stock	
Stock Appreciation Right ⁽¹⁾	\$ 19	12/14/2006	Â	J	50,000	Â	Â ⁽¹⁾	12/14/2016	Common Stock	
Stock Appreciation Right ⁽¹⁾	\$ 19.75	12/19/2006	Â	J	50,000	Â	Â ⁽¹⁾	12/19/2016	Common Stock	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SAELI THOMAS L 28213 VAN DYKE AVENUE WARREN, MI 48093	Â X	Â	Â CEO	Â

Signatures

Thomas L. Saeli 02/06/2007

^{**}Signature of Date
Reporting Person

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).

The Stock Appreciation Rights ("SARS") were granted in accordance with the Noble International, Ltd. 2006 Executive Stock Appreciation Rights Plan (the "Plan"). The SARS represent the right to receive cash based on the increase in the market price of the (1) Issuer's Common Stock from the listed Exercise price, not the right to receive any Common Stock of the Issuer. The SARS awarded vest in four equal annual installments, the first installment of which vests one year after the date of grant and the second, third and fourth installments vest thereafter on the second, third and fourth anniversary of the date of the grant, respectively.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.