DAY JAMES C Form 4 April 12, 2005

FORM 4

OMB APPROVAL

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

Washington, D.C. 20549

January 31, Expires: 2005

Form 4 or Form 5 obligations STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per

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 may continue. 30(h) of the Investment Company Act of 1940 See Instruction

response... 0.5

1(b).

(Last)

Ordinary

Shares

(Print or Type Responses)

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

(First)

(Street)

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

04/08/2005

NOBLE CORP [NE]

(Check all applicable)

13135 SOUTH DAIRY

3. Date of Earliest Transaction

(Month/Day/Year)

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

ASHFORD, SUITE 800

below) Chairman of the Board & CEO

4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year)

(Middle)

X Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

Person

SUGAR LAND, TX 77478

(City)	(State)	(Zip) Tab	le I - Non-	Derivative	Secur	ities Aco	quired, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securion(A) or Di (Instr. 3,	sposed	of (D)	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)

66.38 335,363.7345 54.61 D 04/08/2005 Α (1) (2) (1)

Ordinary $7,830.7322 \frac{(3)}{2}$ Ι By Trust Shares

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

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4. 5. Number		6. Date Exercisable and		7. Title and Amount		8. Pri
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction Derivative		Expiration Date		of Underlying		Deriv
Security	or Exercise		any	Code Securities		(Month/Day/Year)		Securities		Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	8) Acquired		(Instr. 3 and 4)		(Insti	
	Derivative				(A) or					
	Security				Disposed of					
	·				(D)					
					(Instr. 3, 4,					
					and 5)					
					ĺ					
									Amount	
						Date	Expiration		or	
						Exercisable	Date	Title	Number	
						Excreisable	Dute		of	
				Code V	(A) (D)				Shares	
Phantom								Ordinary		
	<u>(4)</u>	04/08/2005		A	66.38	04/08/2005	(5)	•	66.38	\$ 5
Stock								Shares		

Reporting Owners

Reporting Owner Name / Address	Kitationships					
	Director	10% Owner	Officer	Other		

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

X

Chairman of the Board & CEO

Relationshine

Signatures

/s/ James C. Day 04/08/2005

**Signature of Person 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).
- Represents 66.38 shares related to phantom stock units allocated to the Reporting Person under the Noble Drilling Corporation 401(k)

 (1) Savings Restoration Plan, which units are payable to the Reporting Person solely in Ordinary Shares upon any distribution of such units from such plan.
- Includes 24,247.3145 shares related to phantom stock units allocated to the Reporting Person under the Noble Drilling Corporation
 401(k) Savings Restoration Plan and 792.42 to be awarded to the Reporting Person on the last business day of April 2005, May 2005 and
 June 2005 by this issuer in lieu of a portion of the Reporting Person's cash salary at the election of the Reporting Person, which units are
 payable to the Reporting Person solely in Ordinary Shares upon any distribution of such units from such plan.
- (3) Shares are held in the Noble Drilling Corporation 401(k) Savings Plan Trust.
- **(4)** 1 for 1
- (5) Units of phantom stock are payable to the Reporting Person in Ordinary Shares or cash upon any distribution of such units from such 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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