DAY JAMES C Form 4 May 03, 2005

FORM 4

OMB APPROVAL

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16. Form 4 or

Expires: January 31, 2005

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per response... 0.5

Form 4 or Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Add DAY JAMES	•	ing Person *	2. Issuer Name and Ticker or Trading Symbol NOBLE CORP [NE]	5. Relationship of Reporting Person(s) to Issuer		
(Last)	(First) (Middle) 3		3. Date of Earliest Transaction	(Check all applicable)		
			(Month/Day/Year)	X Director 10% Owner		
13135 SOUTH DAIRY ASHFORD, SUITE 800			04/29/2005	_X_ Officer (give title Other (specify below)		
				Chairman of the Board & CEO		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
			Filed(Month/Day/Year)	Applicable Line)		
SUGAR LAND, TX 77478				_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(City)	(State)	(Zip) Tabl	e I - Non-D	Perivative S	Securi	ties Ac	quired, Disposed of	, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securiti rr(A) or Dis (D) (Instr. 3, 4	posed	of	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)
Ordinary Shares	04/29/2005		A	25,200	A	\$0	0	D	
Ordinary Shares	04/29/2005		A	43,500	A	\$0	404,063.7311 (1)	D	
Ordinary Shares							7,829.5803 (2)	I	By Trust

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 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. Transactic Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exer Expiration D (Month/Day)	ate	7. Title and Underlying (Instr. 3 and	Securities	8 I S (
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Options	\$ 51.55	04/29/2005		A	51,400	(3)	04/29/2015	Ordinary Shares	51,400	

Reporting Owners

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

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

X Chairman of the Board & CEO

Relationships

Signatures

/s/ James C. Day 04/29/2005

**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).

Includes 24,511.4511 shares related to phantom stock units allocated to the Reporting Person under the Noble Drilling Corporation 401(k) Savings Restoration Plan and 528.28 to be awarded to the Reporting Person on the last business day of May 2005 and June 2005

- (1) 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 in Ordinary Shares or cash upon any distribution of such units from such plan. Also includes 25,200 ordinary shares granted as Time Vested Restricted Stock and 43,500 ordinary shares granted as Performance Vested Restricted Stock.
- (2) Shares are held in the Noble Drilling Corporation 401(k) Savings Plan Trust.
- (3) Represents option to purchase 51,400 shares with a vesting schedule of 17,133 shares on 04/29/06; 17,133 shares on 04/29/07; and 17,134 shares on 04/29/08.

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.

Reporting Owners 2