

Noble Corp plc  
Form 4  
January 31, 2014

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Ahlstrom Lee Michael

(Last) (First) (Middle)  
13135 SOUTH DAIRY  
ASHFORD, SUITE 800  
(Street)

SUGAR LAND, TX 77478

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
Noble Corp plc [NE]

3. Date of Earliest Transaction  
(Month/Day/Year)  
01/29/2014

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)  
Sr. VP - Strategic Development

6. Individual or Joint/Group Filing(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)	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)
Shares	01/29/2014		A	V 3,234	(A) \$ 0	25,824	D
Shares	01/29/2014		F	1,021	(D) \$ 31.87	24,803	D

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 the form displays a currently valid OMB control number.**

SEC 1474 (9-02)

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

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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. Transaction Code (Instr. 8)	5. Number of Derivative Securities			6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)
					Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	\$ 0 <sup>(1)</sup>	01/29/2014		A	V	(A)	(D)	<u>(2)</u>	<u>(2)</u>	Shares 7,844
Performance Vested Restricted Stock Units	\$ 0 <sup>(3)</sup>	01/29/2014		A				<u>(3)</u>	<u>(3)</u>	Shares 15,688
Performance Vested Restricted Stock Units	\$ 0 <sup>(4)</sup>	01/29/2014		D				<u>(4)</u>	<u>(4)</u>	Shares 7,134

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Ahlstrom Lee Michael 13135 SOUTH DAIRY ASHFORD SUITE 800 SUGAR LAND, TX 77478			Sr. VP - Strategic Development	

## Signatures

/s/ Julie J. Robertson By Power of Attorney dated August 1, 2011 01/31/2014

\_\_Signature of Reporting 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) Each restricted stock unit represents a contingent right to receive one share.
- (2) The restricted stock units vest and settle in three equal annual installments beginning on the first anniversary of the grant date
- Each performance vested restricted stock unit represents a contingent right to receive one share. Performance vested restricted stock units
- (3) vest upon the company achieving a total shareholder return over a three-year performance cycle (2014-2016) relative to a specified peer group
- Represents performance based restricted share units awarded on February 4, 2011 relating to a three-year performance cycle (2011-2013).
- (4) Based on performance at the end of the performance cycle, 3,234 shares underlying this award vested and 3,900 shares underlying this award were forfeited.

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

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