

Noble Corp plc
Form 4
February 02, 2015

FORM 4

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).

**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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
WILLIAMS DAVID W

(Last) (First) (Middle)

**DEVONSHIRE HOUSE, 1
MAYFAIR PLACE**

(Street)

LONDON, X0 W1J8AJ

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

Noble Corp plc [NE]

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

01/29/2015

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)

Chairman, President and CEO

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)	
			Code	V	Amount	(A) or (D)	Price	
Shares	01/29/2015		A		40,920	A	\$ 0	431,202 D
Shares	01/29/2015		F		10,909	D	\$ 15.73	420,293 D
Shares	02/01/2015		A		31,881	A	\$ 0	452,174 D
Shares	02/01/2015		F		9,849	D	\$ 15.73	442,325 D

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

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SEC 1474
(9-02)

number.

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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number of Shares
Restricted Stock Units	\$ 0 ⁽¹⁾	01/29/2015		A	185,950	⁽²⁾ ⁽²⁾	Shares 185,950
Performance Vested Restricted Stock Units	\$ 0 ⁽³⁾	01/29/2015		A	371,900	⁽³⁾ ⁽³⁾	Shares 371,900
Performance Vested Restricted Stock Units	\$ 0	01/29/2015		D	164,764 ⁽⁴⁾ ⁽⁵⁾	⁽⁵⁾ ⁽⁵⁾	Shares 164,764 ⁽⁴⁾ ⁽⁵⁾
Restricted Stock Units	\$ 0	01/29/2015		D	40,920 ⁽⁴⁾ ⁽⁶⁾	⁽²⁾ ⁽²⁾	Shares 40,920 ⁽⁴⁾ ⁽⁶⁾
Restricted Stock Units	\$ 0	02/01/2015		D	31,881 ⁽⁴⁾ ⁽⁷⁾	⁽²⁾ ⁽²⁾	Shares 31,881 ⁽⁴⁾ ⁽⁷⁾

Reporting Owners

Reporting Owner Name / Address	Relationships		
	Director	10% Owner	Officer
WILLIAMS DAVID W DEVONSHIRE HOUSE 1 MAYFAIR PLACE LONDON, X0 W1J8AJ	X		Chairman, President and CEO

Signatures

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

02/02/2015

**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.

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- (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 (2015-2017) relative to a specified peer group.
- (4) Total share amount reflects an adjustment resulting from the spin-off of Paragon Offshore plc. The number of shares awarded prior to the spin-off have been increased to provide awardee with substantially equivalent economic value after the spin-off.
- (5) Represents performance based restricted share units awarded on February 3, 2012. Shares underlying this award have been fully forfeited.
- (6) Represents the first of three vesting events for restricted stock units awarded on January 29, 2014.
- (7) Represents the second of three vesting events for restricted stock units awarded on February 1, 2013.

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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