

Marks Scott
Form 4
February 25, 2019

FORM 4

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

OMB APPROVAL

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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 *
Marks Scott

(Last) (First) (Middle)
13135 S. 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)
02/21/2019

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-Engineering

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 Ownership (Instr. 4)
				Code V	Amount	(A) or (D)	Price
Shares	02/21/2019		A		41,366	A	\$ 0
Shares	02/21/2019		F		10,073 <u>(1)</u>	D	\$ 3.355

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

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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 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
Performance Vested Restricted Stock Units <u>(2)</u>	\$ 0	02/21/2019		D	137,888	<u>(3)</u>	<u>(3)</u>	Shares	137,888
Performance Vested Restricted Stock Units <u>(2)</u>	\$ 0	02/21/2019		A	214,606	<u>(4)</u>	<u>(4)</u>	Shares	214,606
Restricted Stock Units <u>(2)</u>	\$ 0	02/21/2019		A	107,303	<u>(5)</u>	<u>(5)</u>	Shares	107,303

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Marks Scott 13135 S. DAIRY ASHFORD SUITE 800 SUGAR LAND, TX 77478			Sr. VP-Engineering	

Signatures

/s/ Sarah M. Rechter by Power of Attorney dated January 31, 2018 02/25/2019

**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) Amount forfeited for payment of tax.

(2) Each restricted stock unit represents a contingent right to receive one share.

Represents performance based restricted share units awarded on January 29, 2016 relating to a three-year performance cycle (2016-2018).

(3) Based on performance at the end of the performance cycle, 41,366 shares underlying this award vested and 96,522 shares underlying this award were forfeited.

Number of units shown represents the maximum number of shares that could be earned, which is equal to 200% of the number of units

(4) granted. Vesting occurs upon the company achieving total shareholder return and contract drilling margin goals over a three-year performance cycle (2019-2021) relative to a specified peer group.

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(5) The restricted stock units vest and settle in three equal annual installments beginning on the first anniversary of the grant date.

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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