

DAY JAMES C

Form 4

February 11, 2003

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

FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

**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**

- ☐ Check this box if no longer
subject to Section 16.
Form 4 or Form 5
obligations may continue.
See Instruction 1(b).

1. Name and Address of Reporting Person* DAY, JAMES C. <i>(Last) (First) (Middle)</i> 13135 SOUTH DAIRY ASHFORD, SUITE 800 <i>(Street)</i>	2. Issuer Name and Ticker or Trading Symbol NOBLE CORPORATION (NYSE:NE) 	3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary) 444-42-2293 																
SUGAR LAND, TX 77478 <i>(City) (State) (Zip)</i>	4. Statement for Month/Day/Year February 10, 2003 	5. If Amendment, Date of Original (Month/Day/Year) 																
6. Relationship of Reporting Person(s) to Issuer (Check All Applicable) <table style="width: 100%; border: none;"> <tr> <td style="width: 5%; text-align: center;">X</td> <td style="width: 40%;">Director</td> <td style="width: 5%; text-align: center;">☐</td> <td style="width: 50%;">10% Owner</td> </tr> <tr> <td style="text-align: center;">X</td> <td>Officer (give title below)</td> <td style="text-align: center;">☐</td> <td></td> </tr> <tr> <td style="text-align: center;">☐</td> <td>Other (specify below)</td> <td style="text-align: center;">☐</td> <td></td> </tr> </table> Chairman of the Board and Chief Executive Officer		X	Director	☐	10% Owner	X	Officer (give title below)	☐		☐	Other (specify below)	☐		7. Individual or Joint/Group Filing (Check Applicable Line) <table style="width: 100%; border: none;"> <tr> <td style="width: 5%; text-align: center;">X</td> <td style="width: 95%;">Form Filed by One Reporting Person</td> </tr> <tr> <td style="text-align: center;">☐</td> <td>Form Filed by More than One Reporting Person</td> </tr> </table>	X	Form Filed by One Reporting Person	☐	Form Filed by More than One Reporting Person
X	Director	☐	10% Owner															
X	Officer (give title below)	☐																
☐	Other (specify below)	☐																
X	Form Filed by One Reporting Person																	
☐	Form Filed by More than One Reporting Person																	

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

* If the form is filed by more than one reporting person, *see* instruction 4(b)(v).

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		
ORDINARY SHARES	2/10/03		F	631	D \$33.04	234,247	D
ORDINARY SHARES	2/10/03		F	2,945	D \$34.72	231,302	D
ORDINARY SHARES						23,930	I By Trust(1)

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

[illegible]

Table II	Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)	Continued
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6. Date Exercisable and Expiration Date <i>(Month/Day/Year)</i>	7. Title and Amount of Underlying Securities <i>(Instr. 3 and 4)</i>	8. Price of Derivative Security <i>(Instr. 5)</i>	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) <i>(Instr. 4)</i>	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) <i>(Instr. 4)</i>	11. Nature of Indirect Beneficial Ownership <i>(Instr. 4)</i>

[illegible]

Explanation of Responses:

(1) Amount represents shares held in the Noble Drilling Corporation 401(k) Savings Plan and the Noble Drilling Corporation 401(k) Savings Restoration Plan. Of the shares held by the Reporting Person 7,692 shares were held in the Noble Drilling Corporation 401(k) Savings Plan Trust and 16,238 shares were held in the Noble Drilling Corporation 401(k) Savings Restoration Plan Trust.

/s/ JAMES C. DAY

2/10/03

****Signature of Reporting
Person**

Date _____

Julie J. Robertson
By Power of Attorney
dated
February 2, 2001

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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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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