

Noble Corp plc
Form 4
February 01, 2016

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 *
Johnson Simon

(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)

01/28/2016

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-Marketing & Contracts

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	01/28/2016		A		4,973	A \$ 0	33,202 D
Shares	01/28/2016		D		1,576	D \$ 7.75	31,626 D
Shares	01/29/2016		A		5,036	A \$ 0	36,662 D
Shares	01/29/2016		D		1,619	D \$ 7.625	35,043 D
Shares	01/29/2016		A		10,595	A \$ 0	45,638 D
Shares	01/29/2016		D		2,951	D \$ 7.625	42,687 D

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

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(9-02)

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)	8. De
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Performance Restricted Stock Units	\$ 0	01/28/2016		D	8,829 (1) (2)	(1)	(1)	Shares	8,829 (2)
Restricted Stock Units	\$ 0	01/29/2016		D	5,036 (2) (3)	(4)	(4)	Shares	5,036 (2)
Restricted Stock Units	\$ 0	01/29/2016		D	10,595 (5)	(4)	(4)	Shares	10,595

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Johnson Simon 13135 S. DAIRY ASHFORD SUITE 800 SUGAR LAND, TX 77478	Sr. VP-Marketing & Contracts

Signatures

/s/ Julie R. Robertson By Power of Attorney dated March 4, 2014

02/01/2016

____ 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) Represents performance based restricted share units awarded on February 1, 2013 relating to a three-year performance cycle (2013-2015). Based on performance at the end of the performance cycle, 4,973 shares vested and 3,856 shares were forfeited.

(2)

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Total share amount reflects an adjustment to outstanding awards as a result of 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.

- (3) Represents the second of three vesting events for restricted stock units awarded on January 29, 2014.
- (4) The restricted stock units vest and settle in three equal annual installments beginning on the first anniversary of the grant date
- (5) Represents the first of three vesting events for restricted stock units awarded on January 29, 2015.

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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