

BEHRMAN MARK T
Form 4/A
February 23, 2006

FORM 4

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

OMB APPROVAL

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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 *
BEHRMAN MARK T

2. Issuer Name and Ticker or Trading Symbol
**NOBLE INTERNATIONAL, LTD.
[NOBL]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

28213 VAN DYKE AVE

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
01/30/2006

Director 10% Owner
 Officer (give title below) Other (specify below)

WARREN, MI 48093

(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)
02/01/2006

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 or Price		
Common Stock	01/30/2006		M		812.75 (1) \$ 4.78	12,085.75	D
Common Stock	01/30/2006		M		812.75 (1) \$ 6.64	12,898.5	D
Common Stock	01/30/2006		M		812.75 (1) \$ 7.89	13,711.25	D
Common Stock	01/30/2006		M		812.75 (1) \$ 10.63	14,524	D
Common Stock	02/03/2006		J		7,262 A (2)	21,786	D

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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. Amount or Number of Shares
Options (right to buy)	\$ 4.78	01/30/2006		M	1,250	01/31/2001 01/31/2006	Common Stock	1,250
Options (right to buy)	\$ 6.64	01/30/2006		M	1,250	01/31/2001 01/31/2006	Common Stock	1,250
Options (right to buy)	\$ 7.89	01/30/2006		M	1,250	01/31/2001 01/31/2006	Common Stock	1,250
Options (right to buy)	\$ 10.63	01/30/2006		M	1,250	01/31/2001 01/31/2006	Common Stock	1,250

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BEHRMAN MARK T 28213 VAN DYKE AVE WARREN, MI 48093		X		

Signatures

Mark T. Behrman 02/23/2006

**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) Exercised option for 1250 shares pursuant to Issuer's Stock Option Plan, but was issued 812.75 shares after adjustment for cashless exercise mechanism.
- (2) Acquired via Issuer's 3-2 stock split paid out on February 3, 2006.
- (3) Acquired pursuant to Issuer's Stock Option Plan.

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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