

ADKINS DANNY W
Form 4/A
May 11, 2005

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 *
ADKINS DANNY W

(Last) (First) (Middle)
13135 SO. DAIRY
ASHFORD, SUITE 800
(Street)

SUGAR LAND, TX 77478

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
NOBLE CORP [NE]

3. Date of Earliest Transaction
(Month/Day/Year)
01/13/2005

4. If Amendment, Date Original Filed(Month/Day/Year)
01/18/2005

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)
Sr. VP - Operations

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Code V Amount (D) Price		

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)

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock Units	<u>(1)</u>	01/13/2005	A	26.4121 <u>(2) (3)</u>					01/13/2005	<u>(4)</u>	Ordinary Shares	26.4121

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ADKINS DANNY W 13135 SO. DAIRY ASHFORD SUITE 800 SUGAR LAND, TX 77478			Sr. VP - Operations	

Signatures

/s/ Danny W.
Adkins

05/09/2005

**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) 1 for 1

Consists of 26.4121 phantom stock units to be allocated to the Reporting Person under the Noble Drilling Corporation 401(k) Savings Restoration Plan (the "Plan"). These phantom stock units are payable to the Reporting Person in Ordinary Shares or cash upon any

(2) distribution of such units from the Plan. These 26.4121 units were previously incorrectly reported in Table I as Ordinary Shares and were included in the total amount of securities beneficially owned by the Reporting Person on three Forms 4 filed by the Reporting Person after the original Form 4 was filed.

Additionally, the total amount of securities beneficially owned by the Reporting Person in Table I in the original Form 4 included 24,119.7675 shares that are actually phantom stock units allocated to the Reporting Person under the Plan. These units were previously

(3) reported as shares held in a rabbi trust and "indirectly" owned by the Reporting Person. These 24,119.7675 phantom stock units were also incorrectly included in total amount of securities beneficially owned by the Reporting Person in Table I on three Forms 4 filed by the Reporting Person after the original Form 4 was filed.

(4) Units of phantom stock are payable to the Reporting Person in Ordinary Shares or cash upon any distribution of such units from the 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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