

Noble Corp plc
Form 4
January 31, 2014

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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
MACLENNAN JAMES A

(Last) (First) (Middle)

**DEVONSHIRE HOUSE, 1
MAYFAIR PLACE**

(Street)

LONDON ENGLAND W1J8AJ

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

Noble Corp plc [NE]

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

01/29/2014

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) below)

Sr. VP-CFO & Controller

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	(D)	Price

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

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form
displays a currently valid OMB control
number.**

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	8. I
---------------------------------------	------------------------------	---	---	------------------------	--	--	--	------

Edgar Filing: Noble Corp plc - Form 4

(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Instr. 3 and 4)		(Instr. 3 and 4)	(Instr. 3 and 4)		
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	\$ 0 <u>(1)</u>	01/29/2014	A		29,809		<u>(2)</u>	<u>(2)</u>	Shares	29,809
Performance Vested Restricted Stock Units	\$ 0 <u>(3)</u>	01/29/2014	A		59,618		<u>(3)</u>	<u>(3)</u>	Shares	59,618

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
MACLENNAN JAMES A DEVONSHIRE HOUSE 1 MAYFAIR PLACE LONDON ENGLAND W1J8AJ	Sr. VP-CFO & Controller

Signatures

/s/ Julie J. Robertson by Power of Attorney Dated January 6,
2012 01/30/2014

__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) Each restricted stock unit represents a contingent right to receive one share.
- (2) The restricted stock units vest and settle in three equal annual installments beginning on the first anniversary of the grant date.
- (3) Each performance vested restricted stock unit represents a contingent right to receive one share. Performance vested restricted stock units vest upon the company achieving a total shareholder return over a three-year performance cycle (2014-2016) relative to a specified peer group.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.