

Noble Corp plc  
Form 4  
February 02, 2015

**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 \*  
**MACLENNAN JAMES A**

(Last) (First) (Middle)  
**DEVONSHIRE HOUSE, 1  
MAYFAIR PLACE**  
  
(Street)

**LONDON, X0 W1J8AJ**

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**Noble Corp plc [NE]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**01/29/2015**

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-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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Shares                          | 01/29/2015                           |  | A                              | V   | 11,961 A \$ 0   | 95,487   | D                                 |
| Shares                          | 02/01/2015                           |  | A                              |   | 8,338 A \$ 0  | 103,825  | D                                 |

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)**

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| 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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable Expiration Date                         | Title Amount Number Shares                                    |
| Restricted Stock Units                     | \$ 0 <sup>(1)</sup>                                    | 01/29/2015                           |  | A                              | 54,355  | <u>(2)</u> <u>(2)</u>                                    | Shares 54,355   |
| Performance Vested Restricted Stock Units  | \$ 0 <sup>(3)</sup>                                    | 01/29/2015                           |  | A                              | 108,710   | <u>(3)</u> <u>(3)</u>                                    | Shares 108,710  |
| Performance Vested Restricted Stock Units  | \$ 0   | 01/29/2015                           |  | D                              | 38,445<br><u>(4)</u> <u>(5)</u>   | <u>(5)</u> <u>(5)</u>                                    | Shares 38,445<br><u>(4)</u>                                   |
| Restricted Stock Units                     | \$ 0   | 01/29/2015                           |  | D                              | 11,961<br><u>(4)</u> <u>(6)</u>   | <u>(2)</u> <u>(2)</u>                                    | Shares 11,961<br><u>(4)</u>                                   |
| Restricted Stock Units                     | \$ 0   | 02/01/2015                           |  | D                              | 8,338<br><u>(4)</u> <u>(7)</u>  | <u>(2)</u> <u>(2)</u>                                    | Shares 8,338  |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                         |       |
|---|---------------|-----------|-------------------------|-------|
|   | Director      | 10% Owner | Officer                 | Other |
| MACLENNAN JAMES A<br>DEVONSHIRE HOUSE<br>1 MAYFAIR PLACE<br>LONDON, X0 W1J8AJ |               |           | Sr. VP-CFO & Controller |       |

## Signatures

/s/ Julie J. Robertson By Power of Attorney dated January 6, 2012 02/02/2015

\_\_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.
- Each performance vested restricted stock unit represents a contingent right to receive one share. Performance vested restricted stock units
- (3) vest upon the company achieving a total shareholder return over a three-year performance cycle (2015-2017) relative to a specified peer group.
- (4)

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Total share amount reflects an adjustment resulting from 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.

- (5) Represents performance based restricted share units awarded on February 3, 2012. Shares underlying this award have been fully forfeited.
- (6) Represents the first of three vesting events for restricted stock units awarded on January 29, 2014.
- (7) Represents the second of three vesting events for restricted stock units awarded on February 1, 2013.

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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