

Noble Corp / Switzerland  
 Form 4  
 February 07, 2012

**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 \*  
**WILLIAMS DAVID W**

(Last) (First) (Middle)

**DORFSTRASSE 19A**

(Street)

**6340 BAAR, SWITZERLAND**

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
 (Month/Day/Year)  
**02/03/2012**

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)  
**Chairman, President, and CEO**

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)
			Code	V	Amount or Price		
Shares (1)	02/03/2012		D		152,068	D	\$ 0 242,966
Shares	02/03/2012		F		12,394	D	\$ 36.815 230,572
Shares	02/04/2012		A		21,214	A	\$ 0 251,786
Shares	02/04/2012		F		7,733	D	\$ 36.815 244,053
Shares	02/06/2012		A		19,260	A	\$ 0 263,313
Shares	02/06/2012		F		7,021	D	\$ 37.315 256,292

Shares 139.5618 I By Trust  
(2)

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

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**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)
					V	(A)	(D)	Date Exercisable	Expiration Date	
Stock Options	\$ 36.815	02/03/2012		A		89,302		(3)	02/03/2022	Shares 89,302
Restricted Stock Units	\$ 0 (4)	02/03/2012		A		65,191		(5)	(5)	Shares 65,191
Performance Vested Restricted Stock Units	\$ 0 (6)	02/03/2012		A		136,870		(6)	(6)	Shares 136,870
Restricted Stock Units	\$ 0 (4)	02/04/2012		D		21,214		(5)	(5)	Shares 21,214
Restricted Stock Units	\$ 0 (4)	02/06/2012		D		19,260		(5)	(5)	Shares 19,260

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WILLIAMS DAVID W DORFSTRASSE 19A 6340 BAAR, SWITZERLAND	X		Chairman, President, and CEO	

## Signatures

/s/ Julie J. Robertson By Power of Attorney dated August 1, 2011

02/07/2012

\_\_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) Forfeiture of performance based restricted shares from award date February 25, 2009
- (2) Shares held in the Noble Drilling Corporation 401(k) Savings Plan
- (3) Represents option to purchase 89,302 shares at \$36.815 with a vesting schedule of 29,767 shares on February 3, 2013; 29,767 shares on February 3, 2014; and 29,768 shares on February 3, 2015
- (4) Each restricted stock unit represents a contingent right to receive one share
- (5) 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
- (6) Units vest upon the company achieving a total shareholder return over a three-year performance cycle (2012-2014) 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.

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