

Wolford Bernie G.
Form 4
February 06, 2018

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 *
Wolford Bernie G.

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

3. Date of Earliest Transaction (Month/Day/Year)
02/02/2018

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

SUGAR LAND, TX 77478
(City) (State) (Zip)

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

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 | (A) or (D) | Price |
| Shares | 02/02/2018 | | A | | 38,906 | A | \$ 0 |
| Shares | 02/02/2018 | | F | | 9,474 | D | \$ 4.66 |
| Shares | 02/03/2018 | | A | | 37,585 | A | \$ 0 |
| Shares | 02/03/2018 | | F | | 9,152 | D | \$ 4.66 |

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

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SEC 1474 (9-02)

number.

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) | |
|---|--|--------------------------------------|--|--------------------------------|---|------------|--|-----------------|---|-------------------------|
| | | | | | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount Number of Shares |
| Performance Vested Restricted Stock Units (1) | \$ 0 | 02/02/2018 | | D | | 97,266 | (1) | (1) | Shares | 97,266 |
| Performance Vested Restricted Stock Units (2) | \$ 0 | 02/02/2018 | | A | 343,348 | | (2) | (2) | Shares | 343,348 |
| Restricted Stock Units (3) | \$ 0 | 02/02/2018 | | A | 171,674 | | (4) | (4) | Shares | 171,674 |
| Restricted Stock Units | \$ 0 | 02/03/2018 | | D | | 37,585 (5) | (4) | (4) | Shares | 37,585 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Wolford Bernie G. 13135 S. DAIRY ASHFORD SUITE 800 SUGAR LAND, TX 77478 | | | Sr. VP-Operations | |

Signatures

/s/ William E. Turcotte by Power of Attorney dated January 31, 2018

02/06/2018

__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)

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Represents performance based restricted share units awarded on January 29, 2015 relating to a three-year performance cycle(2015-2017). Based on performance at the end of the performance cycle, 38,906 shares underlying this award vested and 58,360 shares underlying this award were forfeited.

- Each performance vested restricted stock unit represents a contingent right to receive one share. Performance vested restricted stock units
- (2) vest upon the company achieving total shareholder return and contract drilling margin goals over a three year performance cycle (2018-2020) relative to a specified peer group.
 - (3) Each restricted stock unit represents a contingent right to receive one share.
 - (4) The restricted stock units vest and settle in three equal annual installments beginning on the first anniversary of the grant date.
 - (5) Represents the first of three vesting events for restricted stock units awarded on February 3, 2017.

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.