

DAY JAMES C
Form 4/A
May 10, 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 *
DAY JAMES C

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
01/17/2005

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman, CEO & President

SUGAR LAND, TX 77478

(City) (State) (Zip)

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

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 Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of 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.

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 (Instr. 3 and 4) | 8. Derivative Securities |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|--------------------------|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|--------------------------|

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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 | (1) | 01/17/2005 | A | 893.58 (2) (3) | | | | | 01/17/2005 | (4) | Ordinary Shares | 893.58 \$ |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| DAY JAMES C 13135 SO. DAIRY ASHFORD SUITE 800 SUGAR LAND, TX 77478 | X | | Chairman, CEO & President | |

Signatures

/s/ James C. Day 05/09/2005

__Signature of Date
Reporting Person

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 893.58 phantom stock units to be allocated to the Reporting Person under the Noble Drilling Corporation 401(k) Savings Restoration Plan (the "Plan") on the last business day of January, February and March 2005. These units represent amounts payable to the Reporting Person by the Issuer in Ordinary Shares in lieu of a portion of the Reporting Person's cash salary at the election of the

(2) Reporting Person. The Reporting Person has elected to defer receipt of the Ordinary Shares under the Plan. These phantom stock units are payable to the Reporting Person in Ordinary Shares or cash upon any distribution of such units from the Plan. These 893.58 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 six 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 24,113.064 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 previously reported as "indirectly" owned by the Reporting Person. These 24,113.064 phantom stock units were also incorrectly included in total amount of securities beneficially owned by the Reporting Person in Table I on six 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. 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.