

Turcotte William E  
Form 4  
February 25, 2019

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
Turcotte William E

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

SUGAR LAND, TX 77478

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/21/2019

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, Gen Counsel & Corp Sec

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 (D) Price  |   |  |                                   |
| Shares                          | 02/21/2019                           |  | A                              | 59,751 A \$ 0   | 379,800   | D  |                                   |
| Shares                          | 02/21/2019                           |  | F                              | 14,550 (1) D \$ 3.355   | 365,250   | D  |                                   |

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)**

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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  |
| Performance Vested Restricted Stock Units <u>(2)</u> | \$ 0   | 02/21/2019                           |  | D                              |   |  |   | (3)              | (3)             | Shares | 199,172 |
| Performance Vested Restricted Stock Units <u>(2)</u> | \$ 0   | 02/21/2019                           |  | A                              |   |  |   | (4)              | (4)             | Shares | 309,986 |
| Restricted Stock Units <u>(2)</u>                    | \$ 0   | 02/21/2019                           |  | A                              |   |  |   | (5)              | (5)             | Shares | 154,993 |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                                |       |
|---|---------------|-----------|--------------------------------|-------|
|   | Director      | 10% Owner | Officer                        | Other |
| Turcotte William E<br>13135 S. DAIRY ASHFORD<br>SUITE 800<br>SUGAR LAND, TX 77478 |               |           | Sr. VP, Gen Counsel & Corp Sec |       |

## Signatures

/s/ Sarah M. Rechter by Power of Attorney dated January 31, 2018

02/25/2019

\_\_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) Amount forfeited for payment of tax.

(2) Each restricted stock unit represents a contingent right to receive one share.

Represents performance based restricted share units awarded on January 29, 2016 relating to a three-year performance cycle (2016-2018).

(3) Based on performance at the end of the performance cycle, 59,751 shares underlying this award vested and 139,421 shares underlying this award were forfeited.

Number of units shown represents the maximum number of shares that could be earned, which is equal to 200% of the number of units

(4) granted. Vesting occurs upon the company achieving total shareholder return and contract drilling margin goals over a three-year performance cycle (2019-2021) relative to a specified peer group.

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(5) The restricted stock units vest and settle in three equal annual installments beginning on the first anniversary of the grant date.

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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