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NOBLE CORP  
Form S-8 POS  
June 23, 2004

As filed with the Securities and Exchange Commission on June 23, 2004  
Registration No. 33-50270

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SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 2

TO

FORM S-8

REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

NOBLE CORPORATION  
(Exact name of Registrant as specified in its charter)

CAYMAN ISLANDS  
(State or other jurisdiction  
of incorporation or organization)

98-0366361  
(I.R.S. Employer  
Identification Number)

13135 SOUTH DAIRY ASHFORD, SUITE 800  
SUGAR LAND, TEXAS 77478  
(Address of principal executive offices, including zip code)

NOBLE DRILLING CORPORATION 401(k) SAVINGS PLAN  
(Full Title of the Plan)

ROBERT D. CAMPBELL  
VICE PRESIDENT AND GENERAL COUNSEL  
NOBLE DRILLING SERVICES INC.  
13135 SOUTH DAIRY ASHFORD, SUITE 800  
SUGAR LAND, TEXAS 77478  
(281) 276-6100  
(Name, address and telephone number, including area code, of agent for service)

Copy to:  
David L. Emmons  
Baker Botts L.L.P.  
2001 Ross Avenue, Suite 700  
Dallas, Texas 75201-2980

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DEREGISTRATION OF SECURITIES

This Post-Effective Amendment No. 2 to Form S-8 relates to the

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Registration Statement on Form S-8 (File No. 33-50270) under the Securities Act of 1933, as amended, filed with the Securities and Exchange Commission (the "Commission") on July 31, 1992 (the "Registration Statement"), as amended by Post-Effective Amendment No. 1 to Form S-8 filed with the Commission on May 15, 2002, of Noble Corporation, a Cayman Islands exempted company limited by shares ("Noble"), as successor issuer to Noble Drilling Corporation, a Delaware corporation, covering ordinary shares, par value US\$0.10 per share ("Ordinary Shares"), of Noble (and related preferred share purchase rights) and an indeterminate amount of plan interests to be issued under the Noble Drilling Corporation 401(k) Savings Plan, formerly the Noble Drilling Corporation Thrift Plan (the "Plan"). Noble is filing this Post-Effective Amendment No. 2 to Form S-8 to deregister all securities, including all plan interests and Ordinary Shares (and related preferred share purchase rights), that were registered under the Registration Statement but remain unissued under the Plan as of the date this Post-Effective Amendment No. 2 to Form S-8 is filed with the Commission.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, Noble Corporation certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 2 to Registration Statement on Form S-8 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Sugar Land, State of Texas, on June 22, 2004.

NOBLE CORPORATION

By: /s/ Mark A. Jackson

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Mark A. Jackson, Senior Vice  
President, Chief Financial Officer,  
Treasurer, Controller and  
Assistant Secretary

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 2 to Registration Statement on Form S-8 has been signed by the following persons in the capacities indicated on June 22, 2004.

SIGNATURE -----	TITLE -----
<p style="text-align: center;">/s/ James C. Day ----- James C. Day</p>	<p>Chairman and Chief Executive Officer and Director (Principal Executive Officer and Authorized Representative in the United States)</p>
<p style="text-align: center;">/s/ Mark A. Jackson ----- Mark A. Jackson</p>	<p>Senior Vice President, Chief Financial Officer, Treasurer, Controller and Assistant Secretary (Principal Financial and Accounting Officer)</p>
<p style="text-align: center;">* -----</p>	<p>Director</p>

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Michael A. Cawley

\* Director

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Lawrence J. Chazen

\* Director

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Luke R. Corbett

\* Director

-----  
Marc E. Leland

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SIGNATURE  
-----

TITLE  
-----

\* Director

-----  
Jack E. Little

Director

-----  
Mary P. Ricciardello

\* Director

-----  
William A. Sears

\*By: /s/ Robert D. Campbell

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Robert D. Campbell, Attorney-in-Fact

THE PLAN. Pursuant to the requirements of the Securities Act of 1933, the Noble Drilling Corporation Employee Benefits Committee has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Sugar Land, State of Texas, on June 22, 2004.

NOBLE DRILLING CORPORATION 401(k)  
SAVINGS PLAN

By: Noble Drilling Corporation  
Employee Benefits Committee

By: /s/ Marsha L. Galvan

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Marsha L. Galvan  
Member of Employee Benefits Committee

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By: /s/ Michael N. Lamb  
-----  
Michael N. Lamb  
Member of Employee Benefits Committee

By: /s/ Thomas M. Madden  
-----  
Thomas M. Madden  
Member of Employee Benefits Committee

By: /s/ Thomas F. O'Rourke  
-----  
Thomas F. O'Rourke  
Member of Employee Benefits Committee

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By: /s/ Julie J. Robertson  
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Julie J. Robertson  
Member of Employee Benefits Committee

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INDEX TO EXHIBITS

Exhibit Number -----	Description -----
24.1+	Powers of Attorney.

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+ Previously filed.

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