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NOBLE CORP  
Form 8-K  
March 14, 2003

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

FORM 8-K

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

Date of report (date of earliest event reported): March 12, 2003

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

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

0-13857  
(Commission  
file number)

98-0366  
(I.R.S. em  
identificatio

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

774  
(Zip c

Registrant's telephone number, including area code: (281) 276-6100

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ITEM 5. OTHER EVENTS

On March 12, 2003, Noble Corporation, a Cayman Islands exempted company limited by shares (the "Company"), and UMB Bank, N.A., as Rights Agent (the "Rights Agent"), entered into the First Amendment to Rights Agreement (the "Amendment"). The Amendment amends the Rights Agreement, dated as of March 13, 2002, between the Company and the Rights Agent (the "Rights Agreement"), to increase from 15% to 25% the maximum percentage of the outstanding Ordinary Shares, par value US\$.10, of the Company that any Person, and such Person's

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Affiliates and Associates (as such terms are defined in the Rights Agreement), could beneficially own without causing the Rights to become exercisable. The Amendment does not constitute approval of the Board of Directors of the Company under Articles 62 or 63 of the Company's Articles of Association of the acquisition by any person or group of persons of the Company's Ordinary Shares. A copy of the Amendment is filed as an Exhibit to this Form 8-K and incorporated herein by reference. The foregoing description of the Amendment is qualified in its entirety by reference to the Rights Agreement and the Amendment.

### ITEM 7. FINANCIAL STATEMENTS, PRO FORMA FINANCIAL INFORMATION AND EXHIBITS.

#### (c) EXHIBITS

| EXHIBIT<br>NUMBER<br>----- | DESCRIPTION<br>-----  |
|----------------------------|---|
| 4.1                        | Rights Agreement between Noble Corporation and UMB Bank, N.A., as Rights Agent, which includes the Form of Right Certificate as Exhibit B thereto (incorporated by reference to Exhibit 4.1 of the Registration Statement of Noble Corporation on Form S-4, Registration No. 333-84278) |
| 4.2                        | First Amendment to Rights Agreement between Noble Corporation and UMB Bank, N.A., as Rights Agent, dated as of March 12, 2003   |

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#### SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

#### NOBLE CORPORATION

Date: March 14, 2003

By: /s/ JULIE J. ROBERTSON

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Julie J. Robertson  
Senior Vice President - Administration

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#### INDEX TO EXHIBITS

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4.2

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