

PATINA OIL & GAS CORP  
 Form 4  
 May 18, 2005

**FORM 4**

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

OMB APPROVAL

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**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 \*  
 Brown Ted D

(Last) (First) (Middle)

1625 BROADWAY, SUITE 2000

(Street)

DENVER, CO 80202

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

PATINA OIL & GAS CORP [POG]

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

05/16/2005

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. Vice President -Operations

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)
				(A) or (D) Price			
Common Stock	05/16/2005		D <sup>(1)</sup>	V Amount (D) \$ 0 (1)	0	D	

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

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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 Security (Instr. 3 and 4)
Incentive Stock Option (right to buy)	\$ 30.93	05/16/2005		D <sup>(2)</sup>	9,699	07/19/2005 07/19/2009	Common Stock 9,699
Incentive Stock Option (right to buy)	\$ 38.55	05/16/2005		D <sup>(2)</sup>	2,594	02/22/2006 02/22/2010	Common Stock 2,594
Non-Qualified Stock Option (right to buy)	\$ 30.93	05/16/2005		D <sup>(2)</sup>	30,301	07/19/2005 07/19/2009	Common Stock 30,301
Non-Qualified Stock Option (right to buy)	\$ 38.29	05/16/2005		D <sup>(2)</sup>	9,600	05/03/2006 05/03/2010	Common Stock 9,600
Non-Qualified Stock Option (right to buy)	\$ 38.55	05/16/2005		D <sup>(2)</sup>	48,106	02/22/2006 02/22/2010	Common Stock 48,106

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Brown Ted D 1625 BROADWAY, SUITE 2000 DENVER, CO 80202			Sr. Vice President -Operations	

## Signatures

/s/ Ted D Brown                      05/18/2005  
 \*\*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) Pursuant to the terms of the Agreement and Plan of Merger dated as of December 15, 2005 by and among Noble Energy, Inc. ("Noble Energy"), Noble Energy Production, Inc. and Patina Oil & Gas Corporation ("Patina") (the "Merger Agreement"), at the effective time of the merger contemplated therein, each outstanding share of Patina common stock, par value \$.01 per share ("Patina Common Stock") was converted into the right to receive either a number of shares of Noble Energy common stock or an amount of cash, subject to possible

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allocation. The value of the merger consideration to be received with respect to each share of Patina common stock will be approximately \$39.34 per share for any shares of Patina common stock exchanged for cash and 0.6014 shares of Noble Energy common stock for each share of Patina common stock exchanged for Noble Energy common stock.

- Pursuant to the terms of the Merger Agreement, at the effective time of the merger contemplated therein, each Patina stock option that is outstanding and unexercised immediately prior to the effective time of the merger was converted automatically into a fully vested option to purchase Noble Energy common stock. The number of shares of Noble Energy common stock subject to the Noble Energy stock option
- (2) is equal to the product of the number of shares of Patina common stock subject to the Patina stock option and the exchange ratio determined pursuant to the Merger Agreement of 0.6014, rounded down to the nearest whole share. The exercise price per share of Noble Energy common stock subject to the new Noble Energy stock option is equal to the exercise price per share of Patina common stock under the Patina stock option divided by the exchange ratio, rounded up to the nearest whole cent.

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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