

SECURITIES AND EXCHANGE COMMISSION

FORM SC 13G/A

Schedule filed to report acquisition of beneficial ownership of 5% or more of a class of equity securities by passive investors and certain institutions [amend]

Filing Date: **1994-02-10**
SEC Accession No. **0000728618-94-000031**

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SUBJECT COMPANY

NOBLE DRILLING CORP

CIK: **777201** | IRS No.: **730374541** | State of Incorporation: **DE** | Fiscal Year End: **1231**
Type: **SC 13G/A** | Act: **34** | File No.: **005-36671** | Film No.: **94506121**
SIC: **1381** Drilling oil & gas wells

Business Address
*10370 RICHMOND AVE STE
400
HOUSTON TX 77042
7139743131*

FILED BY

METROPOLITAN LIFE INSURANCE CO/NY

CIK: **728618** | IRS No.: **135581829** | State of Incorporation: **NY** | Fiscal Year End: **0930**
Type: **SC 13G/A**
SIC: **6411** INSURANCE AGENTS, BROKERS & SERVICE

Business Address
*ONE MADISON AVE
NEW YORK NY 10010
2125785914*

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 1)*

Noble Drilling Corporation

(Name of Issuer)

Common Stock

(Title of Class of Securities)

65504210

(CUSIP Number)

Check the following box if a fee is being paid with this statement / /.
(A fee is not required only if the filing person: (1) has a previous statement on file reporting beneficial ownership of more than five percent of the class of securities described in Item 1; and (2) has filed no amendment subsequent thereto reporting beneficial ownership of five percent or less of such class.) (See Rule 13d-7).

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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CUSIP No. 665504210

13G

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1 NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Metropolitan Life Insurance Company
(I.R.S. No. 13-5581829)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) / /

(a) Not applicable.

(b) / /

(b) Not applicable.

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OR ORGANIZATION

New York

5 SOLE VOTING POWER

1,752,880 shares (including 1,044,880 shares
issuable upon conversion of certain convertible
preferred stock held by the Reporting Person).NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

6 SHARED VOTING POWER

None

7 SOLE DISPOSITIVE POWER

1,928,680 shares (including 1,044,880 shares
issuable upon conversion of certain convertible
preferred stock held by the Reporting Person).

8 SHARED DISPOSITIVE POWER

None

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

See response to Item 7 above.

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

Not applicable.

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

3.97%

Item 1(a) Name of Issuer: Noble Drilling Corporation

Item 1(b) Address of Issuer's Principal Executive Offices:
10370 Richmond Avenue, Suite 400, Houston, TX 77042.

Item 2(a) Name of Person Filing:
Metropolitan Life Insurance Company ("Metropolitan")
By Jane C. Weinberg, Associate General Counsel.

Item 2(b) Address of Principal Business Office:
One Madison Avenue, New York, New York 10010.

Item 2(c) Citizenship: a New York corporation.

Item 2(d) Title of Class of Securities: Common Stock

Item 2(e) CUSIP No. 65504210

Item 3. If this statement is filed pursuant to Rule 13d-1(b), or 13d-1(b), check whether the person filing is a:

(a) Broker or Dealer registered under Section 15
of the Act.

(b) Bank as defined in Section 3(a)(6) of the
Act.

(c) Insurance Company as defined in Section 3(a)(19) of the Act.

(d) Investment Company registered under Section 8 of the
Investment Company Act.

(e) Investment Adviser registered under Section 203 of the
Investment Advisers Act of 1940.

(f) Employee Benefit Plan, Pension Fund which is subject to the
provisions of the Employee Retirement Income Security Act of 1974 or
Endowment Fund.

(g) Parent Holding Company, in accordance with Section
240.13d-1(b)(ii)(G).

Item 4. Ownership. If the percent of the class owned, as of December 31 of the year covered by the statement, or as of the last day of any month described in Rule 13d-1 (b) (2), if applicable, exceed five percent, provide the following information as of that date and identify those shares which there is a right to acquire.

(a) Amount Beneficially Owned: 1,928,680 shares (including 1,044,880 shares issuable upon conversion of certain convertible preferred stock held by the Reporting Person).

(b) Percent of Class: 3.97%

(c) Number of shares as to which such person has:

(i) sole power to vote or to direct the vote: 1,752,880 shares (including 1,044,880 shares issuable upon conversion of certain convertible preferred stock held by the Reporting Person).

(ii) shared power to vote or to direct vote: None.

(iii) sole power to dispose or direct the disposition of: See response to item 4(a) hereof.

(iv) shared power to dispose or to direct the disposition of: None.

Item 5. Ownership of 5 Percent or Less of a Class. If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [X].

Item 6. Ownership of more than 5 Percent on Behalf of Another Person. Not Applicable.

Item 7. Identification and Classification of the Subsidiary which Acquired the Security Being Reported on By the Parent Holding Company: State Street Research and Management Company, Inc., an investment adviser registered under Section 203 of the Investment Advisers Act, is the beneficial owner of 904,394 shares (including 20,594 shares issuable upon conversion of certain convertible preferred stock held by the Reporting Person) of the securities reported upon in item 4(a) hereof.

Item 8. Identification and Classification of Members of the Group. Not Applicable.

Item 9. Notice of Dissolution of Group. Not Applicable.

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Item 10. Certification. By signing below, I certify that, to the best of my knowledge and belief, the securities referred to above were acquired in the ordinary course of business and were not acquired for the purpose of and do not have the effect of changing or influencing the control of the issuer of such securities and were not acquired in connection with or as a participant in any transaction having such purpose or effect.

Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 9, 1994

METROPOLITAN LIFE INSURANCE COMPANY

By /s/ Jane C. Weinberg

Jane C. Weinberg
Associate General Counsel

[METROPOLITAN LIFE INSURANCE COMPANY LETTERHEAD]

I, Ruth R. Gluck, Assistant Secretary of Metropolitan Life Insurance Company, a New York corporation, do hereby certify that the following is a full, true and correct copy of Section 4.1 of the By-Laws of the Metropolitan Life Insurance Company:

"Any officer, or any employee designated for the purpose by the chief executive officer, shall have power to execute all instruments in writing necessary or desirable for the Company to execute in the transaction and management of its business and affairs (including, without limitation, contracts and agreements, transfers of bonds, stocks, notes and other securities, proxies, powers of attorney, deeds, leases, releases, satisfactions and instruments entitled to be recorded in any jurisdiction, but excluding, to the extent otherwise provided for in these Bylaws, authorizations for the disposition of the funds of the Company deposited in its name and policies, contracts, agreements, amendment and endorsements of, for or in connection with insurance or annuities) and to affix the corporate seal."

I further certify that the following is an officer of Metropolitan Life Insurance Company and that the signature is the signature of such officer:

Name	Title	Signature
Jane C. Weinberg	Associate General Counsel	/s/ Jane C. Weinberg _____

In witness whereof I have hereunto set my hand and have caused to be affixed the corporate seal of Metropolitan Life Insurance Company this 9th day of February, 1994.

/s/ Ruth R. Gluck
