

BEHRMAN MARK T

Form 4/A

February 23, 2006

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**BEHRMAN MARK T**

2. Issuer Name **and** Ticker or Trading  
Symbol  
**NOBLE INTERNATIONAL, LTD.**  
**[NOBL]**

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)  
**28213 VAN DYKE AVE**  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
**01/30/2006**

☒ Director ☐ 10% Owner  
☐ Officer (give title below) ☐ Other (specify below)

**WARREN, MI 48093**

4. If Amendment, Date Original  
Filed(Month/Day/Year)  
**02/01/2006**

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ Form filed by One Reporting Person  
☐ Form filed by More than One Reporting  
Person

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|---------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|--------------------------------------------------------------------------------|
|                                       |                                         |                                                             | Code                                    | V                                                                   | Amount<br>(A)<br>or<br>(D)<br>Price                                                                                |                                                                      |                                                                                |
| Common<br>Stock                       | 01/30/2006                              |                                                             | M                                       |                                                                     | 812.75<br>(1)<br>A \$ 4.78 12,085.75                                                                               | D                                                                    |                                                                                |
| Common<br>Stock                       | 01/30/2006                              |                                                             | M                                       |                                                                     | 812.75<br>(1)<br>A \$ 6.64 12,898.5                                                                                | D                                                                    |                                                                                |
| Common<br>Stock                       | 01/30/2006                              |                                                             | M                                       |                                                                     | 812.75<br>(1)<br>A \$ 7.89 13,711.25                                                                               | D                                                                    |                                                                                |
| Common<br>Stock                       | 01/30/2006                              |                                                             | M                                       |                                                                     | 812.75<br>(1)<br>A \$ 10.63 14,524                                                                                 | D                                                                    |                                                                                |
| Common<br>Stock                       | 02/03/2006                              |                                                             | J                                       |                                                                     | 7,262 A (2) 21,786                                                                                                 | D                                                                    |                                                                                |

# Edgar Filing: BEHRMAN MARK T - Form 4/A

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)

| 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 (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) | 8. Amount or Number of Shares |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|--------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|-------------------------------|
| Options (right to buy)                     | \$ 4.78                                                | 01/30/2006                           |                                                    | M                              | 1,250                                                                          | 01/31/2001 01/31/2006                                    | Common Stock                                                  | 1,250                         |
| Options (right to buy)                     | \$ 6.64                                                | 01/30/2006                           |                                                    | M                              | 1,250                                                                          | 01/31/2001 01/31/2006                                    | Common Stock                                                  | 1,250                         |
| Options (right to buy)                     | \$ 7.89                                                | 01/30/2006                           |                                                    | M                              | 1,250                                                                          | 01/31/2001 01/31/2006                                    | Common Stock                                                  | 1,250                         |
| Options (right to buy)                     | \$ 10.63                                               | 01/30/2006                           |                                                    | M                              | 1,250                                                                          | 01/31/2001 01/31/2006                                    | Common Stock                                                  | 1,250                         |

## Reporting Owners

| Reporting Owner Name / Address                           | Relationships |           |         |       |
|----------------------------------------------------------|---------------|-----------|---------|-------|
|                                                          | Director      | 10% Owner | Officer | Other |
| BEHRMAN MARK T<br>28213 VAN DYKE AVE<br>WARREN, MI 48093 |               | X         |         |       |

## Signatures

Mark T. Behrman 02/23/2006

\*\*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) Exercised option for 1250 shares pursuant to Issuer's Stock Option Plan, but was issued 812.75 shares after adjustment for cashless exercise mechanism.
- (2) Acquired via Issuer's 3-2 stock split paid out on February 3, 2006.
- (3) Acquired pursuant to Issuer's Stock Option Plan.

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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