

NATIONAL OILWELL VARCO INC

Form 8-K

December 02, 2005

**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  
December 2, 2005 (December 2, 2005)  
Date of Report (Date of earliest event reported)  
National Oilwell Varco, Inc.  
(Exact name of registrant as specified in its charter)**

**DELAWARE**  
(State of incorporation)

**FILE NO. 1-12317**  
(Commission File Number)

**76-0475815**  
(I.R.S. Employer  
Identification Number)

**10000 Richmond Avenue**  
**Houston, Texas**  
(Address of principal  
executive offices)

**77042-4200**  
(Zip Code)

Registrant's telephone, including area code: **(713) 346-7500**  
**N/A**

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR

- 240.14d-2(b))
  - o Pre-commencement  
communications  
pursuant to  
Rule 13e-4(c)  
under the Exchange  
Act (17 CFR  
240.13e-4(c))
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**ITEM 5.04. TEMPORARY SUSPENSION OF TRADING UNDER REGISTRANT'S EMPLOYEE BENEFIT PLANS**

On December 2, 2005, National Oilwell Varco, Inc. (the Company) sent a notice to its directors and executive officers notifying them of a blackout period with respect to the Varco International, Inc. 401(k)/Profit Sharing Plan. The Company provided the notice to the directors and executive officers in accordance with Section 306 of the Sarbanes-Oxley Act of 2002 and Rule 104 of Regulation BTR. A copy of the notice is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

**ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS**

(a) Financial statements of businesses acquired

Not applicable

(b) Pro forma financial information

Not applicable

(c) Exhibits

99.1 Notice to Directors and Executive Officers of National Oilwell Varco, Inc., dated December 2, 2005.

**SIGNATURE**

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.

**NATIONAL OILWELL VARCO, INC.**

Date: December 2, 2005

/s/ Clay C. Williams  
Clay C. Williams  
Sr. Vice President and Chief Financial  
Officer

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**EXHIBIT INDEX**

| <b>EXHIBIT NO.</b> | <b>DESCRIPTION</b>   |
|--------------------|--|
| 99.1               | Notice to Directors and Executive Officers of National Oilwell Varco, Inc. dated December 2, 2005. |