

NATIONAL OILWELL VARCO INC

Form 8-K

June 15, 2005

**Table of Contents**

**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**

**June 15, 2005 (June 9, 2005)**  
Date of Report (Date of earliest event reported)

**NATIONAL OILWELL VARCO, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**1-12317**  
(Commission  
File Number)

**76-0475815**  
(IRS Employer  
Identification No.)

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

**77042**  
(Zip Code)

Registrant's telephone number, 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))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**TABLE OF CONTENTS**

Item 1.01. Entry into a Material Definitive Agreement.

Item 5.02. Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers.

Item 9.01. Financial Statements and Exhibits.

**SIGNATURES**

**INDEX TO EXHIBITS**

Press Release issued on June 13, 2005

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**Table of Contents**

**Item 1.01. Entry into a Material Definitive Agreement.**

On June 9, 2005, the Compensation Committee of the Board of Directors of National Oilwell Varco, Inc. (the Company ) approved the performance terms of the 2005 National Oilwell Varco Incentive Plan (the 2005 Incentive Plan ). Under the 2005 Incentive Plan, generally all of the Company s exempt employees, including its executive officers, are entitled to earn cash bonus compensation based upon the Company s achievement of certain specified operating profit targets based on the Company s financial plan. The Company must achieve a specified operating profit before any bonus awards are earned by any participant. Each participant is assigned to one of seven tiers based on that participant s level of responsibility at the Company. Each tier is assigned a target percentage of base salary that will be used to determine a participant s bonus. The amount of a participant s bonus is calculated by multiplying (A) the incremental increase in operating profit over a specified target by (B) the participant s base salary by (C) by the participant s designated target percentage of base salary. Assuming the Company achieves its operating profit target, participants in the first tier, including the chief financial officer and chief executive officer, are eligible to receive a bonus payment ranging from 80% to 100% of their base salary. Participants in the second tier, which includes certain other senior executive officers, are eligible to receive a bonus payment equal to 75% of their base salary. In addition, certain key executives are subject to up to a 25% bonus increase or decrease if a specified capital employed target is under- or over-achieved. Capital employed is defined as the sum of the Company s (a) total assets, excluding cash, minus (b) total liabilities, excluding debt.

**Item 5.02. Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers.**

(b) On June 13, 2005, Joseph C. Winkler announced his resignation from his position as Executive Vice President and Chief Operating Officer of the Company, to be effective as of June 17, 2005. The press release issued by the Company announcing Mr. Winkler s resignation is attached hereto as Exhibit 99.1.

**Item 9.01. Financial Statements and Exhibits.**

(c) Exhibits.

99.1 Press Release issued by National Oilwell Varco on June 13, 2005

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**Table of Contents**

**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 hereunto duly authorized.

Date: June 15, 2005

NATIONAL OILWELL VARCO, INC.

By: */s/ M. Gay Mather*  
M. Gay Mather  
Vice President and Secretary

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**Table of Contents**

**INDEX TO EXHIBITS**

| <b>Exhibit No</b> | <b>Description</b>  |
|-------------------|---|
| 99.1              | Press Release issued by National Oilwell Varco on June 13, 2005 |