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**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 28, 2005 (June 24, 2005)**  
Date of Report (Date of earliest event reported)

**NATIONAL OILWELL VARCO, INC.**

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(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**

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(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))
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**Item 8.01. Other Events.**

On June 24, 2005, National Oilwell Varco, Inc. (the "Company") issued a press release announcing that the Norwegian Competition Authority (NCA) has issued a formal objection to the merger of National-Oilwell, Inc. and Varco International, Inc. with respect to the Company's Norwegian businesses, unless the Company divests certain Norwegian subsidiaries owned by National Oilwell prior to the merger, which conduct business related to the sale and maintenance of drilling equipment. The foregoing description is qualified in its entirety by reference to the press release, which is attached hereto as Exhibit 99.1 and incorporated by reference herein.

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

(c) Exhibits.

99.1 Press Release dated June 24, 2005

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**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 28, 2005

NATIONAL OILWELL VARCO, INC.

By: /s/ M. Gay Mather

M. Gay Mather  
Vice President and Secretary

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## INDEX TO EXHIBITS

<u>Exhibit No</u>	<u>Description</u>
99.1	Press Release dated June 24, 2005



NEWS

Contact: Clay Williams  
(713) 346-7606

**FOR IMMEDIATE RELEASE****NATIONAL OILWELL VARCO TO APPEAL DECISION OF NORWEGIAN COMPETITION AUTHORITY**

**HOUSTON, TX, June 24, 05** — National Oilwell Varco, Inc. (NYSE: NOV) announced today that the Norwegian Competition Authority (NCA) has issued a formal objection to the merger of National-Oilwell, Inc. and Varco International, Inc. with respect to the Company's Norwegian businesses, unless the Company divests certain Norwegian subsidiaries owned by National Oilwell prior to the merger, which conduct business related to the sale and maintenance of drilling equipment.

The merger between National Oilwell and Varco was completed on March 11, 2005, and, except for the NCA approval, all regulatory approvals, including approval from the Antitrust Division of the United States Department of Justice, have been granted.

National Oilwell Varco strongly disagrees with the assessments made by the NCA and will promptly appeal this decision, which impacts only our Norwegian operations. The Company believes that the merger is in the best interests of all of our customers and employees, including those in Norway, and that it can resolve matters with the relevant Norwegian government authorities without any material impact on the business or operations of the Company.

National Oilwell Varco is a worldwide leader in the design, manufacture and sale of equipment and components used in oil and gas drilling and production operations, the provision of oilfield services, and supply chain integration services to the upstream oil and gas industry.

Statements made in this press release that are forward-looking in nature are intended to be "forward-looking statements" within the meaning of Section 21E of the Securities Exchange Act of 1934 and may involve risks and uncertainties. These statements may differ materially from actual future events or results. Readers are referred to documents filed by National Oilwell Varco with the Securities and Exchange Commission, including the Annual Report on Form 10-K, which identify significant risk factors which could cause actual results to differ from those contained in the forward-looking statements.

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