

# SECURITIES AND EXCHANGE COMMISSION

## FORM 8-K

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### FILER

#### **BAKER HUGHES INC**

CIK: **808362** | IRS No.: **760207995** | State of Incorpor.: **DE** | Fiscal Year End: **1231**  
Type: **8-K** | Act: **34** | File No.: **001-09397** | Film No.: **081048655**  
SIC: **3533** Oil & gas field machinery & equipment

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*7134398600*



### **Item 8.01 Other Events.**

On August 27, 2008, as part of previously announced stock repurchase programs, Baker Hughes Incorporated (the “Company”) entered into a Stock Purchase Plan (the “Plan”) dated as of August 25, 2008 with an agent for the purchase of shares of the Company’ s common stock that complies with the requirements of Rule 10b5-1 promulgated by the Securities Exchange Act of 1934. The term of the Plan will run from September 2, 2008 through October 23, 2008, unless earlier terminated. During that term, the agent will, subject to applicable trading rules, use its best efforts to repurchase a number of shares of the Company’ s common stock, if any, that will be determined under the terms of the Plan each trading day based on the trading price of the stock on that day. Shares will be repurchased by the agent at the prevailing market prices, in open market transactions intended to comply with Rule 10b-18 of the Exchange Act. Either the Company or the agent may terminate the Plan.

In no event will the cumulative amounts of common stock purchased under the Plan and through discretionary purchases during the term of the Plan exceed \$1,237 million, inclusive of all commissions and fees paid to the agent by the Company related to such repurchases. Depending upon prevailing market conditions and other factors, there can be no assurance that any or all of the shares of common stock will be purchased pursuant to the Plan, programs or otherwise.

### **Forward-Looking Statements**

This Form 8-K (and oral statements made regarding the subjects of this Form 8-K) contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, (each a “Forward- Looking Statement”). The word “will,” and similar expressions, are intended to identify forward- looking statements. There are many risks and uncertainties that could cause actual results to differ materially from our forward-looking statements. These forward-looking-statements are also affected by the risk factors described in the Company’ s Annual Report on Form 10-K for the year ended December 31, 2007; the Company’ s subsequent quarterly reports on Form 10-Q; and those set forth from time to time in our other filings with the Securities and Exchange Commission (“SEC”). The documents are available through the Company’ s website at <http://www.bakerhughes.com/investor> or through the SEC’ s Electronic Data Gathering and Analysis Retrieval System (EDGAR) at <http://www.sec.gov>. We undertake no obligation to publicly update or revise any forward- looking statement.

**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 hereunto duly authorized.

BAKER HUGHES INCORPORATED

Dated: August 29, 2008

By:                   /s/ William D. Marsh                    
                  William D. Marsh  
                  Assistant Secretary