

WINKLER JOSEPH C

Form 4

March 15, 2005

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

OMB APPROVAL

OMB
Number: 3235-0287Expires: January 31,
2005Estimated average
burden hours per
response... 0.5Check 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

(Print or Type Responses)

1. Name and Address of Reporting Person *
WINKLER JOSEPH C2. Issuer Name and Ticker or Trading
Symbol
NATIONAL OILWELL VARCO
INC [NOV]5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

2000 WEST SAM HOUSTON
PARKWAY SOUTH, SUITE 17003. Date of Earliest Transaction
(Month/Day/Year)
03/11/2005____ Director ____ 10% Owner
X Officer (give title below) ____ Other (specify below)
COO

(Street)

4. If Amendment, Date Original
Filed(Month/Day/Year)6. Individual or Joint/Group Filing(Check
Applicable Line)
X Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

HOUSTON, TX 77042

(City) (State) (Zip)

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	03/11/2005		A	63,850	A (1) 63,850	D	
Common Stock	03/11/2005		A	520	A (3) 520	I	By Spouse
Common Stock	03/11/2005		A	508	A (9) 508	I	By 401(k)

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**SEC 1474
(9-02)

displays a currently valid OMB control number.

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 Acquired (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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 24.89	03/11/2005		A		34,254		03/11/2005	01/31/2011	Common Stock	34,254
Stock Option (right to buy)	\$ 16.75	03/11/2005		A		58,290		03/11/2005	01/30/2012	Common Stock	58,290
Stock Option (right to buy)	\$ 20.07	03/11/2005		A		71,336		03/11/2005	01/29/2013	Common Stock	71,336
Stock Option (right to buy)	\$ 26.17	03/11/2005		A		54,694		03/11/2005	01/28/2014	Common Stock	54,694
Stock Option (right to buy)	\$ 36.34	03/11/2005		A		50,178		01/26/2006 ⁽²⁾	01/26/2015	Common Stock	50,178
Phantom Stock	⁽¹⁰⁾	03/11/2005		A		6,966		⁽¹¹⁾	⁽¹¹⁾	Common Stock	6,966

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
WINKLER JOSEPH C 2000 WEST SAM HOUSTON PARKWAY SOUTH SUITE 1700	COO

HOUSTON, TX 77042

Signatures

Joseph C.

Winkler

03/15/2005

__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).
Received in exchange for 76,349 shares of Varco International, Inc. ("Varco") in connection with the merger of Varco with and into the
(1) Issuer (the "Merger") based on the Merger Exchange Ratio. At the Effective Time of the Merger, the closing price of Varco's common stock was \$40.60 per share and the closing price of the Issuer's common stock was \$48.85 per share.
(2) Option vest in three (3) equal annual installments commencing on the date indicated.
(3) Received in exchange for 622 shares of common stock of Varco based on the Merger Exchange Ratio.
(4) Received in the Merger in exchange for options to acquire 40,960 shares of Varco common stock with an exercise price of \$20.8125 per share, based on the Merger Exchange Ratio.
(5) Received in the Merger in exchange for options to acquire 69,700 shares of Varco common stock with an exercise price of \$14.00 per share, based on the Merger Exchange Ratio.
(6) Received in the Merger in exchange for options to acquire 85,300 shares of Varco common stock with an exercise price of \$16.78 per share, based on the Merger Exchange Ratio.
(7) Received in the Merger in exchange for options to acquire 65,400 shares of Varco common stock with an exercise price of \$21.88 per share, based on the Merger Exchange Ratio.
(8) Received in the Merger in exchange for options to acquire 60,000 shares of Varco common stock with an exercise price of \$30.39 per share, based on the Merger Exchange Ratio.
(9) Received in exchange for 608 shares of common stock of Varco based on the Merger Exchange Ratio.
(10) Converts on a 1-for-1 basis.
(11) The Phantom Stock is payable in cash or common stock following termination of the reporting person's employment with the Issuer; subject to earlier withdrawal or transfer in accordance with the terms of the Issuer's Deferred Compensation Plan.
(12) Received in exchange for 8,330 shares of phantom stock of Varco based on the Exchange Ratio in connection with the Merger.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.