

NATIONAL OILWELL VARCO INC  
 Form 4  
 June 07, 2005

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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Check 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 \*  
**WOODS JAMES D**

2. 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)  
 10000 RICHMOND AVENUE  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 06/07/2005

Director  10% Owner  
 Officer (give title below)  Other (specify below)

HOUSTON, TX 77042

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	06/07/2005		M	2,978 A \$ 13.28	7,856	D	
Common Stock	06/07/2005		M	5,958 A \$ 31.35	13,814	D	
Common Stock	06/07/2005		M	5,958 A \$ 21.78	19,772	D	
Common Stock	06/07/2005		M	5,958 A \$ 21.62	25,730	D	
Common Stock	06/07/2005		M	3,345 A \$ 25.49	29,075	D	

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Common Stock	06/07/2005	M	3,345	A	\$ 28.64	32,420	D
Common Stock	06/07/2005	M	2,508	A	\$ 23.74	34,928	D
Common Stock	06/07/2005	M	1,672	A	\$ 25.12	36,600	D
Common Stock	06/07/2005	S	3,700	D	\$ 45.81	32,900	D
Common Stock	06/07/2005	S	100	D	\$ 45.86	32,800	D
Common Stock	06/07/2005	S	8,922	D	\$ 45.9	23,878	D
Common Stock	06/07/2005	S	100	D	\$ 45.91	23,778	D
Common Stock	06/07/2005	S	3,000	D	\$ 45.92	20,778	D
Common Stock	06/07/2005	S	2,100	D	\$ 45.93	18,678	D
Common Stock	06/07/2005	S	2,800	D	\$ 45.94	15,878	D
Common Stock	06/07/2005	S	700	D	\$ 45.95	15,178	D
Common Stock	06/07/2005	S	600	D	\$ 45.96	14,578	D
Common Stock	06/07/2005	S	2,400	D	\$ 45.98	12,178	D
Common Stock	06/07/2005	S	7,300	D	\$ 45.99	4,878	D

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 displays a currently valid OMB control number.**

SEC 1474  
(9-02)

**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)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. D S (I
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(Instr. 3, 4,  
and 5)

				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 13.28	06/07/2005		M			2,978	03/11/2005	08/08/2006	Common Stock	2,978
Stock Option (right to buy)	\$ 21.62	06/07/2005		M			5,958	03/11/2005	08/12/2009	Common Stock	5,958
Stock Option (right to buy)	\$ 21.78	06/07/2005		M			5,958	03/11/2005	08/13/2008	Common Stock	5,958
Stock Option (right to buy)	\$ 23.74	06/07/2005		M			2,508	03/11/2005	05/16/2012	Common Stock	2,508
Stock Option (right to buy)	\$ 25.12	06/07/2005		M			1,672	03/11/2005	05/15/2013	Common Stock	1,672
Stock Option (right to buy)	\$ 25.49	06/07/2005		M			3,345	03/11/2005	05/30/2010	Common Stock	3,345
Stock Option (right to buy)	\$ 28.64	06/07/2005		M			3,345	03/11/2005	05/17/2011	Common Stock	3,345
Stock Option (right to buy)	\$ 31.35	06/07/2005		M			5,958	03/11/2005	08/14/2007	Common Stock	5,958

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WOODS JAMES D 10000 RICHMOND AVENUE	X			

HOUSTON, TX 77042

## Signatures

By: M. Gay Mather For: James D.  
Woods

06/07/2005

\_\_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).

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

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