

NATIONAL OILWELL VARCO INC
 Form 3
 May 24, 2005

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * SMITH HAYNES B (Last) (First) (Middle) 10000 RICHMOND AVENUE (Street) HOUSTON, TX 77042 (City) (State) (Zip) | 2. Date of Event Requiring Statement (Month/Day/Year) 05/18/2005 | 3. Issuer Name and Ticker or Trading Symbol NATIONAL OILWELL VARCO INC [NOV] | 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) President - Services Group | 5. If Amendment, Date Original Filed(Month/Day/Year) | 6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person |
|--|--|---|--|--|---|

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock | 19,273 | D | SMITH HAYNES B |
| Common Stock | 11,806 | I | by 401(K) Plan |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|---|---|--|
|---|---|--|---|---|--|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) | |
|---|---------------------------|-----------------|--------------|----------------------------|---------------|---------------------------------------|---|
| Non-Qualified Stock Option (right to buy) | 03/11/2005 | 01/30/2012 | Common Stock | 1 | \$ 16.75 | D | Â |
| Non-Qualified Stock Option (right to buy) | 03/11/2005 | 01/29/2013 | Common Stock | 14,273 | \$ 20.07 | D | Â |
| Non-Qualified Stock Option (right to buy) | 03/11/2005 | 01/28/2014 | Common Stock | 21,911 | \$ 26.17 | D | Â |
| Phantom Stock | Â <u>(1)</u> | Â <u>(1)</u> | Common Stock | 532 | \$ <u>(2)</u> | D | Â |
| Stock Option (right to buy) | 01/26/2006 ⁽³⁾ | 01/26/2015 | Common Stock | 30,106 | \$ 36.34 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| SMITH HAYNES B 10000 RICHMOND AVENUE HOUSTON, TX 77042 | Â | Â | Â President - Services Group | Â |

Signatures

By: M. Gay Mather For: Haynes B. Smith
Date: 05/24/2005

Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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).

(1) 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.

(2) 1-for-1

(3) This option vests in three equal annual installments beginning on the date shown.

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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