

NATIONAL OILWELL VARCO INC  
 Form 4  
 April 04, 2005

**FORM 4**

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

OMB APPROVAL

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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 *			2. Issuer Name <b>and</b> Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer
GAUCHE JERRY N			NATIONAL OILWELL VARCO INC [NOV]	(Check all applicable)
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)	___ Director <input checked="" type="checkbox"/> Officer (give title below) ___ 10% Owner ___ Other (specify below)
			03/31/2005	Senior Vice President
	(Street)		4. 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 ___ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	03/31/2005		M		15,512	A	\$ 22.5625
Common Stock	03/31/2005		M		6,988	A	\$ 40.5
Common Stock	03/31/2005		M		10,000	A	\$ 18.53
Common Stock	03/31/2005		M		20,000	A	\$ 20.14
Common Stock	03/31/2005		M		10,000	A	\$ 28.22

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Common Stock	03/31/2005	S	6,600	D	\$ 46.73	55,900	D
Common Stock	03/31/2005	S	3,600	D	\$ 46.72	52,300	D
Common Stock	03/31/2005	S	19,300	D	\$ 46.71	33,000	D
Common Stock	03/31/2005	S	33,000	D	\$ 46.7	0	D

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

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(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) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)	8. Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Am or Num of S
Non-Qualified Stock Option (right to buy)	\$ 18.53	03/31/2005		M	10,000	01/30/2005	01/31/2012	Common Stock	10
Non-Qualified Stock Option (right to buy)	\$ 20.14	03/31/2005		M	20,000	02/14/2005	02/15/2013	Common Stock	20
Non-Qualified Stock Option (right to buy)	\$ 22.5625	03/31/2005		M	15,512	02/22/2003	02/23/2010	Common Stock	15
Non-Qualified Stock Option (right to buy)	\$ 28.22	03/31/2005		M	10,000	03/11/2005	03/12/2014	Common Stock	10
Non-Qualified Stock Option (right to buy)	\$ 40.5	03/31/2005		M	6,988	02/14/2004	02/15/2011	Common Stock	6,

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GAUCHE JERRY N			Senior Vice President	

## Signatures

By: M. Gay Mather For: Jerry N.  
Gauche

04/04/2005

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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