

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
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**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)

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**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 <sup>(3)</sup>	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. 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.