

WILLIAMS CLAY C
Form 4
March 15, 2005

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
WILLIAMS CLAY C

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)
**2000 WEST SAM HOUSTON
PARKWAY SOUTH, SUITE 1700**

3. Date of Earliest Transaction
(Month/Day/Year)
03/11/2005

____ Director ____ 10% Owner
☒ Officer (give title below) ____ Other (specify below)
Vice President and CFO

(Street)
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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	03/11/2005		A		20,023	A	11 20,023

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
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SEC 1474
(9-02)

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

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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)	Amount or Number of Shares
				Code	V	(A)	(D)	
Stock Option (right to buy)	\$ 16.75	03/11/2005		A		21,660	03/11/2005 01/30/2012	Common Stock 21,660
Stock Option (right to buy)	\$ 20.07	03/11/2005		A		37,382	03/11/2005 01/29/2013	Common Stock 37,382
Stock Option (right to buy)	\$ 26.17	03/11/2005		A		28,685	03/11/2005 01/28/2014	Common Stock 28,685
Stock Option (right to buy)	\$ 36.34	03/11/2005		A		26,343	01/26/2006 ⁽⁶⁾ 01/26/2015	Common Stock 26,343
Phantom Stock	<u>(7)</u>	03/11/2005		A		17	03/11/2005 ⁽⁸⁾ ⁽⁸⁾	Common Stock 17

Reporting Owners

Reporting Owner Name / Address	Relationships
WILLIAMS CLAY C 2000 WEST SAM HOUSTON PARKWAY SOUTH SUITE 1700 HOUSTON, TX 77042	Director 10% Owner Officer Other Vice President and CFO

Signatures

Clay C.
Williams 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).
- (1) Received in exchange for 23,943 shares of Varco International, Inc. ("Varco") in connection with the merger of Varco with and into the 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) Received in the Merger in exchange for options to acquire 25,900 shares of Varco common stock with an exercise price of \$14.00 per share, based on the Merger Exchange Ratio.
- (3) Received in the Merger in exchange for options to acquire 44,700 shares of Varco common stock with an exercise price of \$16.78 per share, based on the Merger Exchange Ratio.
- (4) Received in the Merger in exchange for options to acquire 34,300 shares of Varco common stock with an exercise price of \$21.88 per share, based on the Merger Exchange Ratio.
- (5) Received in the Merger in exchange for options to acquire 31,500 shares of Varco common stock with an exercise price of \$30.39 per share, based on the Merger Exchange Ratio.
- (6) Options vest in three (3) equal annual installments commencing on the date indicated.
- (7) Converts on a 1-for-1 basis.
- (8) 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.
- (9) The phantom stock was assumed by NOV in the merger in exchange for 21 shares of phantom stock of Varco pursuant to the Exchange Ratio applicable to 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.

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