

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

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 OR 15(d) of
The Securities Exchange Act of 1934**

**July 26, 2011
Date of Report (Date of earliest event reported)**

NATIONAL OILWELL VARCO, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

1-12317
(Commission
File Number)

76-0475815
(IRS Employer
Identification No.)

**7909 Parkwood Circle Dr.
Houston, Texas**
(Address of principal executive offices)

77036
(Zip Code)

Registrant's telephone number, including area code: **713-346-7500**

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 2.02 Results of Operations and Financial Condition

On July 26, 2011, National Oilwell Varco, Inc. issued a press release announcing earnings for the second quarter ended June 30, 2011 and conference call in connection therewith. A copy of the release is furnished herewith as Exhibit 99.1 and incorporated herein by reference.

The information contained in this Current Report shall not be deemed to be "filed" for purposes of Section 18 of the Securities Exchange Act of 1934 (the "Exchange Act") or otherwise subject to the liabilities of that section, nor shall it be incorporated by reference into a filing under the Securities Act of 1933, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

Item 9.01 Financial Statements and Exhibits*(d) Exhibits*

The following exhibit is provided as part of the information furnished under Item 2.02 of this Current Report on Form 8-K:

99.1 National Oilwell Varco, Inc. press release dated July 26, 2011 announcing the earnings results for the second quarter ended June 30, 2011.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: July 26, 2011

NATIONAL OILWELL VARCO, INC.

/s/ Raymond W. Chang

Raymond W. Chang

Vice President

Index to Exhibits

99.1 National Oilwell Varco, Inc. press release dated July 26, 2011 announcing the earnings results for the second quarter ended June 30, 2011.



NEWS

Contact: Clay Williams
(713) 346-7606**FOR IMMEDIATE RELEASE****NATIONAL OILWELL VARCO ANNOUNCES
SECOND QUARTER 2011 EARNINGS**

HOUSTON, TX, July 26, 2011 — National Oilwell Varco, Inc. (NYSE: NOV) today reported that for its second quarter ended June 30, 2011 it earned net income of \$481 million, or \$1.13 per fully diluted share. Earnings per share increased 18 percent compared to both the second quarter of 2010 and the first quarter of 2011. Excluding transaction charges of \$4 million pre-tax, second quarter 2011 net income was \$484 million, or \$1.14 per fully diluted share.

The Company's revenues for the second quarter of 2011 were \$3.51 billion, which improved 12 percent from the first quarter of 2011 and 19 percent from the second quarter of 2010. Operating profit for the second quarter of 2011 was \$712 million or 20.3 percent of sales, compared to 20.2 percent in the second quarter of 2010 and 20.0 percent in the first quarter of 2011, excluding transaction charges and Libya asset write downs from all periods. Year-over-year second quarter operating profit increased 20 percent, excluding transaction charges. Sequentially, second quarter operating profit increased 13 percent, resulting in operating profit flow-through (change in operating profit divided by the change in revenue) of 23 percent, excluding transaction and restructuring charges.

During the second quarter of 2011 the Company's Rig Technology segment booked \$2.96 billion in new orders. Backlog for capital equipment orders for the Company's Rig Technology segment was \$7.74 billion at June 30, 2011, up 26 percent from the end of the first quarter.

Pete Miller, Chairman, President and CEO of National Oilwell Varco, remarked, "Our Company achieved strong earnings this quarter, thanks to the hard work of our dedicated employees, who provide great service, quality products, and remarkable technology to the oil and gas industry worldwide, every day. All three segments posted higher sequential and year-over-year revenues, and we were pleased by the record level of bookings into our capital equipment backlog, which increased again this quarter for both land and offshore rigs. The Company continues to expand organically and pursue promising acquisition opportunities, supported by its substantial financial resources and strong technology portfolio."

Rig Technology

Second quarter revenues for the Rig Technology segment were \$1.89 billion, an increase of 18 percent from the first quarter of 2011 and an increase of 13 percent from the second quarter of 2010. Operating profit for this segment was \$517 million, or 27.3 percent of sales. Revenue out of backlog for the segment increased 24 percent sequentially and increased 11 percent year-over-year, to \$1.39 billion for the second quarter of 2011.

Petroleum Services & Supplies

Revenues for the second quarter of 2011 for the Petroleum Services & Supplies segment were \$1.36 billion, up seven percent compared to first quarter 2011 results and up 32 percent from the second quarter of 2010. Operating profit was \$249 million, or 18.3 percent of revenue, an increase of one percent from the first quarter of 2011 and an increase of 80 percent from the second quarter of 2010. Higher sequential sales in the U.S. and modest growth in international markets were partly offset by lower second quarter seasonal declines in Canada.

Distribution Services

The Distribution Services segment generated second quarter revenues of \$423 million, which were up three percent from the first quarter of 2011 and up 16 percent from the second quarter of 2010. Second quarter operating profit was \$26 million or 6.1 percent of sales, down seven percent from the first quarter of 2011 and up 100 percent from the second quarter of 2010. Margins were adversely affected by seasonal declines in Canada during the second quarter.

The Company has scheduled a conference call for July 26, 2011, at 8:00 a.m. Central Time to discuss second quarter results. The call will be broadcast through the Investor Relations link on National Oilwell Varco's web site at www.nov.com, and a replay will be available on the site for thirty days following the conference. Participants may also join the conference call by dialing **1-800-446-1671 within North America or 1-847-413-3362 outside of North America** five to ten minutes prior to the scheduled start time, and ask for the "National Oilwell Varco Earnings Conference Call."

National Oilwell Varco is a worldwide leader in the design, manufacture and sale of equipment and components used in oil and gas drilling and production operations, the provision of oilfield services, and supply chain integration services to the upstream oil and gas industry.

Statements made in this press release that are forward-looking in nature are intended to be "forward-looking statements" within the meaning of Section 21E of the Securities Exchange Act of 1934 and may involve risks and uncertainties. These statements may differ materially from actual future events or results. Readers are referred to documents filed by National Oilwell Varco with the Securities and Exchange Commission, including the Annual Report on Form 10-K, which identify significant risk factors which could cause actual results to differ from those contained in the forward-looking statements.

- more -

NATIONAL OILWELL VARCO, INC.
CONSOLIDATED BALANCE SHEETS
(In millions, except share data)

	June 30, 2011 (Unaudited)	December 31, 2010
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 3,440	\$ 3,333
Receivables, net	2,849	2,425
Inventories, net	3,756	3,388
Costs in excess of billings	499	815
Deferred income taxes	301	316
Prepaid and other current assets	381	258
Total current assets	11,226	10,535
Property, plant and equipment, net	1,921	1,840
Deferred income taxes	179	341
Goodwill	5,949	5,790
Intangibles, net	4,063	4,103
Investment in unconsolidated affiliate	361	386
Other assets	57	55
	<u>\$ 23,756</u>	<u>\$ 23,050</u>
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable	\$ 745	\$ 628
Accrued liabilities	2,179	2,105
Billings in excess of costs	778	511
Current portion of long-term debt and short-term borrowings	2	373
Accrued income taxes	178	468
Deferred income taxes	368	451
Total current liabilities	4,250	4,536
Long-term debt	511	514
Deferred income taxes	1,815	1,885
Other liabilities	275	253
Total liabilities	<u>6,851</u>	<u>7,188</u>
Commitments and contingencies		
Stockholders' equity:		
Common stock — par value \$.01; 423,228,599 and 421,141,751 shares issued and outstanding at June 30, 2011 and December 31, 2010	4	4
Additional paid-in capital	8,466	8,353
Accumulated other comprehensive income	225	91
Retained earnings	8,095	7,300
Total National Oilwell Varco stockholders' equity	16,790	15,748
Noncontrolling interests	115	114
Total stockholders' equity	<u>16,905</u>	<u>15,862</u>
	<u>\$ 23,756</u>	<u>\$ 23,050</u>

NATIONAL OILWELL VARCO, INC.
CONSOLIDATED STATEMENTS OF INCOME (Unaudited)
(In millions, except per share data)

	Three Months Ended			Six Months Ended	
	June 30,		March 31, 2011	June 30,	
	2011	2010		2011	2010
Revenue:					
Rig technology	\$ 1,894	\$ 1,672	\$ 1,608	\$ 3,502	\$ 3,558
Petroleum services and supplies	1,359	1,033	1,265	2,624	1,956
Distribution services	423	365	410	833	699
Eliminations	<u>(163)</u>	<u>(129)</u>	<u>(137)</u>	<u>(300)</u>	<u>(240)</u>
Total revenue	3,513	2,941	3,146	6,659	5,973
Gross profit	1,087	932	994	2,081	1,905
Gross profit %	30.9%	31.7%	31.6%	31.3%	31.9%
Selling, general, and administrative	375	338	366	741	663
Other costs	<u>4</u>	<u>4</u>	<u>19</u>	<u>23</u>	<u>42</u>
Operating profit	708	590	609	1,317	1,200
Interest and financial costs	(9)	(13)	(14)	(23)	(26)
Interest income	4	3	4	8	5
Equity income in unconsolidated affiliate	10	8	13	23	14
Other income (expense), net	<u>(7)</u>	<u>(3)</u>	<u>(19)</u>	<u>(26)</u>	<u>8</u>
Income before income taxes	706	585	593	1,299	1,201
Provision for income taxes	<u>226</u>	<u>186</u>	<u>189</u>	<u>415</u>	<u>383</u>
Net income	480	399	404	884	818
Net loss attributable to noncontrolling interests	<u>(1)</u>	<u>(2)</u>	<u>(3)</u>	<u>(4)</u>	<u>(5)</u>
Net income attributable to Company	<u>\$ 481</u>	<u>\$ 401</u>	<u>\$ 407</u>	<u>\$ 888</u>	<u>\$ 823</u>
Net income attributable to Company per share:					
Basic	<u>\$ 1.14</u>	<u>\$ 0.96</u>	<u>\$ 0.97</u>	<u>\$ 2.11</u>	<u>\$ 1.97</u>
Diluted	<u>\$ 1.13</u>	<u>\$ 0.96</u>	<u>\$ 0.96</u>	<u>\$ 2.10</u>	<u>\$ 1.96</u>
Weighted average shares outstanding:					
Basic	<u>422</u>	<u>417</u>	<u>420</u>	<u>421</u>	<u>417</u>
Diluted	<u>425</u>	<u>419</u>	<u>423</u>	<u>424</u>	<u>419</u>

NATIONAL OILWELL VARCO, INC.
OPERATING PROFIT — AS ADJUSTED SUPPLEMENTAL SCHEDULE (Unaudited)
(In millions)

	Three Months Ended			Six Months Ended	
	June 30,		March 31,	June 30,	
	2011	2010	2011	2011	2010
Revenue:					
Rig technology	\$ 1,894	\$ 1,672	\$ 1,608	\$ 3,502	\$ 3,558
Petroleum services and supplies	1,359	1,033	1,265	2,624	1,956
Distribution services	423	365	410	833	699
Eliminations	(163)	(129)	(137)	(300)	(240)
Total revenue	<u>\$ 3,513</u>	<u>\$ 2,941</u>	<u>\$ 3,146</u>	<u>\$ 6,659</u>	<u>\$ 5,973</u>
Operating profit:					
Rig technology	\$ 517	\$ 509	\$ 422	\$ 939	\$ 1,090
Petroleum services and supplies	249	138	246	495	251
Distribution services	26	13	28	54	24
Unallocated expenses and eliminations	(80)	(66)	(68)	(148)	(123)
Total operating profit (before other costs)	<u>\$ 712</u>	<u>\$ 594</u>	<u>\$ 628</u>	<u>\$ 1,340</u>	<u>\$ 1,242</u>
Operating profit %:					
Rig technology	27.3%	30.4%	26.2%	26.8%	30.6%
Petroleum services and supplies	18.3%	13.4%	19.4%	18.9%	12.8%
Distribution services	6.1%	3.6%	6.8%	6.5%	3.4%
Other unallocated	—	—	—	—	—
Total operating profit % (before other costs)	<u>20.3%</u>	<u>20.2%</u>	<u>20.0%</u>	<u>20.1%</u>	<u>20.8%</u>

NATIONAL OILWELL VARCO, INC.
AS ADJUSTED EBITDA RECONCILIATION EXCLUDING OTHER COSTS
(Unaudited)
(In millions)

	Three Months Ended			Six Months Ended	
	June 30,		March 31,	June 30,	
	2011	2010	2011	2011	2010
Reconciliation of EBITDA excluding other costs (Note 1):					
GAAP net income attributable to Company	\$ 481	\$ 401	\$ 407	\$ 888	\$ 823
Provision for income taxes	226	186	189	415	383
Interest expense	9	13	14	23	26
Depreciation and amortization	138	124	135	273	251
EBITDA	<u>854</u>	<u>724</u>	<u>745</u>	<u>1,599</u>	<u>1,483</u>
Other costs:					
Transaction costs	4	4	2	6	4
Libya asset write-down	—	—	17	17	—
Devaluation costs	—	—	—	—	38
EBITDA excluding other costs (Note 1)	<u>\$ 858</u>	<u>\$ 728</u>	<u>\$ 764</u>	<u>\$ 1,622</u>	<u>\$ 1,525</u>

Note 1: EBITDA excluding other costs means earnings before interest, taxes, depreciation, amortization, and other costs, and is a non-GAAP financial measurement. Management uses EBITDA excluding other costs because it believes it provides useful supplemental information regarding the Company's on-going economic performance and, therefore, uses this financial measure internally to evaluate and manage the Company's operations. The Company has chosen to provide this information to investors to enable them to perform more meaningful comparisons of operating results and as a means to emphasize the results of on-going operations.

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