

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

Date of Report: October 28, 2003
(Date of earliest event reported)

NATIONAL-OILWELL, INC.

(Exact name of registrant as specified in its charter)

FILE NO. 1-12317
(Commission File Number)

DELAWARE
(State of incorporation)

76-0475815
(I.R.S. Employer
Identification Number)

10000 RICHMOND AVENUE
HOUSTON, TEXAS
(Address of principal
executive offices)

77042-4200
(Zip Code)

Registrant's telephone, including area code: (713) 346-7500

ITEM 12. RESULTS OF OPERATIONS AND FINANCIAL CONDITION

On October 28, 2003 National-Oilwell, Inc. issued a press release containing earnings information for the three months ended September 30, 2003. A copy of the press release is furnished as Exhibit 99.1 hereto and is incorporated herein by reference.

SIGNATURE

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 thereunto duly authorized.

NATIONAL-OILWELL, INC.

Date: October 28, 2003

/s/ Steven W. Krablin

Steven W. Krablin
Vice President and Chief Financial Officer

EXHIBIT INDEX

EXHIBIT NO. DESCRIPTION
----- ----- ----- 99.1 Press Release dated October 28, 2003.

(NATIONAL OILWELL LOGO)

NEWS CONTACT: STEVE KRABLIN

(713) 346-7773

FOR IMMEDIATE RELEASE

NATIONAL OILWELL REPORTS THIRD QUARTER EARNINGS

HOUSTON, TX, October 28, 2003--National-Oilwell, Inc. (NYSE: NOI) reported net income of \$22.7 million (\$0.27 per diluted share) for its third quarter ended September 30, 2003.

Financial Results
(in millions, except per share amounts)

Three Months Ended -- ----- ----- ----- ----- ----- ----- ----- ----- -----
9/30/2003
6/30/2003
9/30/2002
----- ----- ----- ----- -----
Revenues
\$
498,600
\$
475,398
\$
366,929
Net
Income \$
22,714 \$
20,360 \$
17,756
Diluted
Earnings
Per
Share \$
0.27 \$
0.24 \$
0.22

Revenues and operating income compare favorably sequentially and to the prior year period. Contributing to these improvements are increased activity levels and the successful integration of acquisitions made at the beginning of the year.

Backlog of capital equipment at the end of the third quarter was \$340 million compared to \$366 million at the end of the second quarter. Revenues from capital equipment for the quarter totaled \$147 million, down 5% from the prior quarter, and incoming orders declined to \$121 million from \$153 million.

Capital spending was \$6.3 million, compared to \$7.8 for the second quarter of the year and approximately 70% of the third quarter depreciation and amortization charge.

PRODUCTS AND TECHNOLOGY GROUP

Products and Technology revenues and operating income increased by \$7.2 and \$4.0 million over the second quarter, led by improvements in downhole tools, drilling spares and pump expendables. Operating income approximated 13% of revenues, as favorable product mix led to strong incremental improvement for the quarter.

DISTRIBUTION SERVICES GROUP

Improved land drilling activity throughout North America resulted in a \$17.7 million revenue increase over the prior quarter. Operating income was negatively impacted by product mix and higher operating costs. Operating margin approximated 2.3% of revenues compared to 2.9% in the second quarter.

Pete Miller, President and CEO of National Oilwell, stated "Our non-capital business continues to improve steadily, and this contributed to our best quarterly results since 2001. While backlog and capital equipment orders can be affected by our customers' various timing issues, we continue to see strong global interest and the beginnings of the need for new capital equipment in North America."

The Company has scheduled a conference call today at 10:00 a.m. Central Time to discuss third quarter results. The call will be broadcast through the Investor Relations link on National Oilwell's web site at www.natoil.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 617-786-2962 (participant code: 51030388) five to ten minutes prior to the scheduled start time.

National Oilwell is a worldwide leader in the design, manufacture and sale of comprehensive systems and components used in oil and gas drilling and production, as well as in providing 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 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 -

Corporate
(2,957)
(3,306)
(2,847)
(9,383)
(7,693) ----

Total \$
40,961 \$
43,841 \$
31,902 \$
128,230 \$
101,855 Net
Income \$
20,360 \$
22,714 \$
17,756 \$
62,240 \$
55,901
Average
diluted
shares
outstanding
84,990
85,198
81,522
84,888
81,698 Net
income per
diluted
share \$ 0.24
\$ 0.27 \$
0.22 \$ 0.73
\$ 0.68

Backlog for
capital
equipment at
quarter end
\$ 366,000 \$
340,000 \$
231,000 \$
340,000 \$
231,000
Condensed
Balance
Sheet Data:
Cash and
cash
equivalents
\$ 62,153 \$
74,294 Other
current
assets
1,104,841
1,131,103 --

Total
current
assets
1,166,994
1,205,397
Net
property,
plant and
equipment
236,464
234,885
Other assets
710,761
713,574 ----

Total assets
\$ 2,114,219
\$ 2,153,856
Current

liabilities	
\$ 372,342	\$
389,273	
Long-term	
debt 593,265	
585,258	
Other long-	
term	
liabilities	
84,975	
84,676	-----
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Total	
liabilities	
1,050,582	
1,059,207	
Minority	
interest	
12,641	
13,643	
Shareholders'	
equity	
1,050,996	
1,081,006	--
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Total	
liabilities	
and equity \$	
2,114,219	\$
2,153,856	

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