SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* BEAUCHAMP ROBERT E	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) 10000 RICHMOND AVENUE	3. Date of Earliest Transaction (Month/Day/Year) 05/04/2006	X Director 10% Owner Officer (give title below) Other (specify below)
(Street) HOUSTON TX 77042	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) X 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	05/04/2006		M		1,667	A	$18.22	2,917	D	
Common Stock	05/04/2006		M		7,500	A	$20.14	10,417	D	
Common Stock	05/04/2006		M		2,500	A	$28.22	12,917	D	
Common Stock	05/04/2006		S		667	D	$70.54	12,250	D	
Common Stock	05/04/2006		S		5,400	D	$70.53	6,850	D	
Common Stock	05/04/2006		S		2,000	D	$70.52	4,850	D	
Common Stock	05/04/2006		S		3,600	D	$70.51	1,250	D	

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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Non-Qualified Stock Option (right to buy)	$18.22	05/04/2006		M			1,667	08/14/2005	08/15/2012	Common Stock	1,667	$0	0	D	
Non-Qualified Stock Option (right to buy)	$20.14	05/04/2006		M			7,500	02/14/2004[1]	02/15/2013	Common Stock	7,500	$0	0	D	
Non-Qualified Stock Option (right to buy)	$28.22	05/04/2006		M			2,500	03/11/2005[1]	03/12/2014	Common Stock	2,500	$0	2,500	D	

Explanation of Responses:

1. Options vest in three (3) equal annual installments commencing on the date indicated.

By: Raymond W. Chang For: Robert E. Beauchamp   05/05/2006

** Signature of Reporting Person   Date