

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: August 12, 2002
(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 9. REGULATION FD DISCLOSURE.

On August 12, 2002, each of the principal executive officer, Merrill A. Miller, Jr., and principal financial officer, Steven W. Krablin, of National-Oilwell, Inc. submitted sworn statements to the Securities and Exchange Commission pursuant to Commission Order No. 4-460. A copy of each of these statements is attached hereto as Exhibit 99.1 and Exhibit 99.2.

EXHIBIT INDEX

EXHIBIT NO.
DOCUMENT - -

----- 99.1
Statement
Under Oath
of Principal
Executive
Officer
Regarding
Facts and
Circumstances

Relating to
Exchange Act
Filings 99.2
Statement
Under Oath
of Principal
Financial
Officer
Regarding
Facts and
Circumstances
Relating to
Exchange Act
Filings

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: August 12, 2002

/s/ M. Gay Mather

M. Gay Mather
Secretary

NATIONAL-OILWELL, INC.

STATEMENT UNDER OATH OF PRINCIPAL EXECUTIVE OFFICER
REGARDING FACTS AND CIRCUMSTANCES RELATING TO EXCHANGE ACT FILINGS

I, Merrill A. Miller, Jr., principal executive officer of National-Oilwell, Inc., state and attest that:

(1) To the best of my knowledge, based upon a review of the covered reports of National-Oilwell, Inc., and, except as corrected or supplemented in a subsequent covered report:

- o no covered report contained an untrue statement of a material fact as of the end of the period covered by such report (or in the case of a report on Form 8-K or definitive proxy materials, as of the date on which it was filed); and
- o no covered report omitted to state a material fact necessary to make the statements in the covered report, in light of the circumstances under which they were made, not misleading as of the end of the period covered by such report (or in the case of a report on Form 8-K or definitive proxy materials, as of the date on which it was filed).

(2) I have reviewed the contents of this statement with National-Oilwell, Inc.'s audit committee.

(3) In this statement under oath, each of the following, if filed on or before the date of this statement, is a "covered report":

- o Annual Report on Form 10-K for the year ended December 31, 2001 of National-Oilwell, Inc., as filed with the Commission;
- o all reports on Form 10-Q, all reports on Form 8-K and all definitive proxy materials of National-Oilwell, Inc. filed with the Commission subsequent to the filing of the Form 10-K identified above; and
- o any amendments to any of the foregoing.

/s/ Merrill A. Miller, Jr.

Merrill A. Miller, Jr.
Principal Executive Officer
National-Oilwell, Inc.

Date: August 12, 2002

Subscribed and sworn to
before me this 12th day of
August 2002.

/s/ Marilyn M. Weaver

Marilyn M. Weaver
Notary Public
My Commission Expires:
October 5, 2002

NATIONAL-OILWELL, INC.

STATEMENT UNDER OATH OF PRINCIPAL FINANCIAL OFFICER
REGARDING FACTS AND CIRCUMSTANCES RELATING TO EXCHANGE ACT FILINGS

I, Steven W. Krablin, principal financial officer of National-Oilwell, Inc., state and attest that:

(1) To the best of my knowledge, based upon a review of the covered reports of National-Oilwell, Inc., and, except as corrected or supplemented in a subsequent covered report:

- o no covered report contained an untrue statement of a material fact as of the end of the period covered by such report (or in the case of a report on Form 8-K or definitive proxy materials, as of the date on which it was filed); and
- o no covered report omitted to state a material fact necessary to make the statements in the covered report, in light of the circumstances under which they were made, not misleading as of the end of the period covered by such report (or in the case of a report on Form 8-K or definitive proxy materials, as of the date on which it was filed).

(2) I have reviewed the contents of this statement with the National-Oilwell, Inc.'s audit committee.

(3) In this statement under oath, each of the following, if filed on or before the date of this statement, is a "covered report":

- o Annual Report on Form 10-K for the year ended December 31, 2001 of National-Oilwell, Inc., as filed with the Commission;
- o all reports on Form 10-Q, all reports on Form 8-K and all definitive proxy materials of National-Oilwell, Inc. filed with the Commission subsequent to the filing of the Form 10-K identified above; and
- o any amendments to any of the foregoing.

/s/ Steven W. Krablin

Steven W. Krablin
Principal Financial Officer
National-Oilwell, Inc.

Subscribed and sworn to
before me this 12th day of
August 2002.

Date: August 12, 2002

/s/ Marilyn M. Weaver

Marilyn M. Weaver
Notary Public
My Commission Expires:
October 5, 2002