

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 21, 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 7. FINANCIAL STATEMENT AND EXHIBITS

(a) Financial statements of business acquired

Not applicable

(b) Pro forma financial information

Not applicable

(c) Exhibits

99.1 Notice to Directors and Executive Officers of National-Oilwell, Inc., dated August 21, 2003.

ITEM 11. TEMPORARY SUSPENSION OF TRADING UNDER REGISTRANT'S EMPLOYEE BENEFIT PLANS

On August 19, 2003 National-Oilwell, Inc. (the "Company") received notice from the National-Oilwell, L.P. Benefit Plan Administrative Committee regarding a blackout period, as defined by Rule 100(b) of Regulation BTR. The notice required by Rule 104 of Regulation BTR was provided to directors and executive officers by the Company on August 21, 2003 and is attached hereto as Exhibit 99.1. The foregoing description is qualified by reference to such exhibit.

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 21, 2003

/s/ Steven W. Krablin

-----  
Steven W. Krablin

Senior Vice President and Chief Financial Officer

EXHIBIT INDEX

EXHIBIT NO.	DESCRIPTION
----- ----- -----	-----
99.1	Notice to Directors and Executive Officers of National- Oilwell, Inc. dated August 21, 2003.

## (NATIONAL OILWELL LETTERHEAD)

DATE: August 21, 2003

TO: DIRECTORS AND EXECUTIVE OFFICERS OF NATIONAL-OILWELL, INC.

FROM: M. GAY MATHER, CORPORATE SECRETARY

SUBJECT: IMPORTANT NOTICE REGARDING THE NATIONAL-OILWELL RETIREMENT AND THRIFT PLAN BLACKOUT PERIOD AND YOUR RIGHTS TO TRADE NATIONAL-OILWELL, INC. COMMON STOCK DURING THE BLACKOUT PERIOD

The purpose of this notice is to inform you that the National-Oilwell Retirement and Thrift Plan (the "401(k) Plan") will be entering a blackout period due to a change in the plan recordkeeper and trustee to Wachovia Retirement Services. As a director or executive officer of National-Oilwell, Inc. (the "Company"), this blackout of the 401(k) Plan has a direct impact on your ability to trade National-Oilwell, Inc. common stock.

The Securities and Exchange Commission (the "SEC") recently published final rules under the Sarbanes-Oxley Act of 2002 which apply to 401(k) plan blackouts. The new rules provide that, during "any period of more than three consecutive business days during which the ability to purchase, sell or otherwise acquire or transfer an interest in any equity security of such issuer held in an individual account is temporarily suspended by the issuer or by a fiduciary of the plan," corporate insiders may no longer exercise stock options or trade certain employer securities held outside of the 401(k) Plan. Specifically, the insider trading provision prohibits corporate insiders from directly or indirectly purchasing, selling, acquiring or transferring any equity or derivative security of a publicly traded company that they acquired in connection with service or employment as a director or executive officer of that company. All shares held by you will be presumed to be acquired in connection with your service as a director or executive officer, unless you can establish by specific identification that the transaction was not of stock acquired in connection with your service.

The SEC's rules provide a limited number of exemptions from the trading restriction. If you would like more information regarding these exemptions, please call me at 713-346-7775.

KEY DATES FOR PROHIBITION FROM TRADING IN NATIONAL OILWELL COMMON STOCK

Period Begins: SEPTEMBER 26, 2003

Period Ends: OCTOBER 10, 2003

On August 14, 2003, a notice regarding the blackout period was sent to all current 401(k) Plan participants and affected parties, a copy of which is attached.

The trading prohibition related to the 401(k) blackout period is in addition to and will overlap the quarterly trading prohibition related to the public release of financial results, which will commence on October 1.

Violations of the insider trading prohibition described in this memorandum will allow an issuer or a security holder acting on behalf of an issuer to bring an action to recover the profits realized by the director or executive officer. In addition, the SEC may bring an action, including civil injunction proceedings, cease-and-desist actions, civil penalties and all other remedies available to the SEC under the Exchange Act, including, in some cases, criminal penalties.

While we anticipate a smooth transition, you will be notified in the unlikely event that an extension is needed. Please contact me directly with any questions you may have regarding this notice.

Attachment

IMPORTANT INFORMATION  
NATIONAL-OILWELL RETIREMENT AND THRIFT PLAN

This notice is to inform you that the National-Oilwell Retirement and Thrift Plan will be changing recordkeepers to Wachovia Retirement Services from American Express Retirement Services.

As a result of these changes, you temporarily will be unable to make fund transfers, change your investment elections or deferral contribution rate, and request a loan, in-service withdrawal or distribution from the plan. This period, during which you will be unable to exercise these rights otherwise available under the plan, is called a "blackout period."

Whether or not you are planning retirement in the near future, we encourage you to carefully consider how this blackout period may affect your retirement planning, as well as your overall financial plan.

The blackout period for the plan is expected to begin on September 19, 2003 and expected to end on October 10, 2003. You will receive notification from Wachovia when full account access is available, including the ability to invest in your new fund line-up. The notification will also provide your Personal Identification Number with information on how to access the call center and plan web site.

Important Activity Cutoff Dates:

Contact your Plan administrator before 12:00 P.M. Central Time on:

- September 19, 2003            to submit paper requests for loan, in-service withdrawal or distribution.

Contact American Express Retirement Services at 1-800-993-2593 or via their website at [www.americanexpress.com/retirement](http://www.americanexpress.com/retirement) before 3:00 PM Central Time on:

- September 22, 2003            to initiate paperless requests to change contribution rate or your investment elections for future contributions.
- September 23, 2003            to initiate paperless requests for loan, in-service withdrawal or distribution.
- September 26, 2003            to initiate paperless requests of fund transfer to your current balances.
- September 26, 2003  
  3 P.M. Central Time:            Full activity blackout period begins at American Express Retirement Services.

Your contributions will continue to be deducted from your paycheck and invested into the plan. Once your contributions are sent to Wachovia, they will be transferred into similar funds based on your investment elections on file with American Express as of September 22, 2003. Should

you wish to affect how your current investment elections will be transferred, you must request a fund transfer prior to this date. Review the fund transfer chart on the reverse side and the fund fact sheets enclosed.

During the blackout period you will be unable to direct or diversify the assets held in your plan account. For this reason, it is very important that you review and consider the appropriateness of your current investments in light of your inability to direct or diversify those investments during the blackout period.

For your long-term retirement security, you should give careful consideration to the importance of a well-balanced and diversified investment portfolio, taking into account all your assets, income and investments. You should be aware that there is a risk to holding substantial portions of your assets in the securities of any one company, as individual securities tend to have wider price swings, up and down, in short periods of time, than investments in diversified funds. Stocks that have wide price swings might have a large loss during the blackout period, and you would not be able to direct the sale of such stocks from your account during the blackout period.

The chart below shows how your current account balance will be transferred from American Express Retirement Services to a new line-up of funds with Wachovia. For example, if you have a balance in the AXP Bond Fund, the balance will automatically be invested in the Vanguard Total Bond Market Index Fund. If you do not want your current investment elections to be directed as shown, you have until 3:00 PM Central Time on September 22, 2003 to make changes. If you do not want your current balances to be transferred as shown, you have until 3:00 PM Central Time on September 26, 2003 to make changes.

Current Fund  
Line-up New  
Fund Line-up  
Investment  
Types - ----  
-----  
----  
-----  
-----  
-- American  
Express  
Trust Income  
Fund II  
Gartmore  
Morley  
Stable Value  
Fund Stable  
AXP Bond  
Fund (Y)  
Vanguard  
Total Bond  
Market Index  
Fund Bond  
AIM Balanced  
Fund (A)  
Vanguard  
Balanced  
Index Fund  
Balanced  
Davis New  
York Venture  
Fund (A)  
Vanguard  
Value Index  
Fund Large  
Cap Value  
American  
Express  
Trust Equity  
Index Fund  
II Enhanced  
Stock Market  
Fund of  
Large Cap  
Blend  
Wachovia AXP  
Growth Fund  
(Y) Vanguard  
Index Trust  
Growth Fund  
Large Cap

Growth Baron  
Asset Fund  
Principle  
Inv. Mid Cap  
Growth Index  
Mid Cap  
Growth Fund  
Janus  
Worldwide  
Fund  
Vanguard  
Total Intl  
Stock Index  
Fund  
International  
Equity  
National  
Oilwell  
Company  
Stock Pool  
National  
Oilwell  
Company  
Stock Pool  
Company  
Stock

In addition to the investment line-up shown above, National-Oilwell Retirement and Thrift Plan participants will also be able to choose from the following new investment alternatives at Wachovia once the transition is complete:

New Fund  
Investment  
Types - --  
-----  
-----  
---  
Principle  
Inv. Mid  
Cap Value  
Index Fund  
Mid Cap  
Value  
Dreyfus  
Mid Cap  
400 Index  
Fund Mid  
Cap Blend  
Vanguard  
Small Cap  
Value Fund  
Small Cap  
Value  
Dreyfus  
Small Cap  
Stock  
Index Fund  
Small Cap  
Blend  
Vanguard  
Small Cap  
Growth  
Index Fund  
Small Cap  
Growth  
Self-  
Managed  
Account  
(open  
selection)

The anticipated end of the transition period is October 10, 2003. You will receive notification of your Personal Identification Number (PIN) to access Wachovia's call center and the plan's website.

At that time, you will have full access to your account balance and transaction capability, including the ability to invest in the new fund line-up.

If you have any questions concerning this notice, you should contact:

Bob McCreary  
Director - Human Resources  
National Oilwell  
10000 Richmond Ave.  
Houston, TX 77042  
713-935-8218

Para recibir una copia de este aviso en Espanol, contacto con: Bob McCreary,  
713-935-8218.