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**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**

**October 13, 2004 (October 13, 2004)**  
Date of Report (Date of earliest event reported)

**NATIONAL-OILWELL, INC.**

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(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.)

**10000 Richmond Avenue**  
**Houston, Texas**  
(Address of principal executive offices)

**77042**  
(Zip Code)

Registrant's telephone number, including area code: **713-346-7775**

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(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))
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## **TABLE OF CONTENTS**

[Item 8.01 Other Events.](#)

[Item 9.01 Financial Statements and Exhibits](#)

[SIGNATURES](#)

[Joint Press Release dated October 13, 2004](#)

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[Table of Contents](#)

**Item 8.01 Other Events.**

On October 13, 2004, National-Oilwell, Inc. and Varco International, Inc. issued a joint press release announcing that they have each received a request for additional information from the U.S. Department of Justice pursuant to the notification requirements of the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended, in connection with the proposed merger between the companies.

For additional information concerning the foregoing, a copy of the joint press release dated October 13, 2004 is attached hereto as Exhibit 99.1 and is incorporated by reference herein.

**Item 9.01 Financial Statements and Exhibits**

(c) *Exhibits*

The following exhibit is being filed herewith:

99.1 Joint Press Release dated October 13, 2004.

**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: October 13, 2004

NATIONAL-OILWELL, INC.

/s/ Steven W. Krablin

Steven W. Krablin

Sr. Vice President and Chief Financial Officer

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INDEX TO EXHIBITS

Exhibit No.	Description
99.1	Joint Press Release dated October 13, 2004.



NEWS

**Contacts:****Steve Krablin**  
**National-Oilwell, Inc.**  
**(713) 346-7773****Clay Williams**  
**Varco International, Inc.**  
**(281) 953-2200****FOR IMMEDIATE RELEASE****NATIONAL OILWELL AND VARCO RECEIVE HART-SCOTT-RODINO REQUEST  
FOR ADDITIONAL INFORMATION**

HOUSTON, TX, October 13, 2004 — National-Oilwell, Inc. (NYSE:NOI) and Varco International, Inc. (NYSE:VRC) jointly announced today they have received a request for additional information from the Antitrust Division of the U.S. Department of Justice regarding the proposed merger between the companies. The information request was issued under notification requirements of the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended.

The effect of the second request is to extend the waiting period imposed by the HSR Act until thirty days after National Oilwell and Varco have substantially complied with the second request, unless that period is extended voluntarily by the parties or terminated sooner by the DOJ. Issuance of a second request is not unusual for a transaction of this size, and the companies intend to cooperate fully and respond promptly.

National Oilwell and Varco remain confident that the merger will proceed and still expect a closing within the originally stated time frame. The companies are evaluating the scheduling of the stockholder vote by both companies in view of the timing of the HSR process.

**About National Oilwell**

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.

**About Varco**

Varco International, Inc. is a leading provider of services, products, and highly-engineered equipment to the world's oil and gas industry. With operations in over 350 locations in over 40 countries across six continents, Varco provides oilfield tubular inspections and internal tubular coating services; drill cuttings separation, waste management and disposal services; rig instrumentation and communication services; in-service pipeline inspection services; and sucker rod inspection and reclamation services. Additionally, Varco manufactures and supplies innovative drilling systems and technology; coiled

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tubing and pressure control equipment; high-pressure fiberglass and composite tubing; and in-line inspection equipment for the makers of oilfield tubing.

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 include, without limitation, statements regarding the consummation of the transaction, the expected closing date of the transaction, any other effect or benefit of the transaction, and any other statements that are not historical facts. These risks and uncertainties include the timing and receipt of approvals for the merger. Other risks and uncertainties, which are more fully described in documents filed by National Oilwell and by Varco with the Securities and Exchange Commission, including Annual Reports on Form 10-K, could cause actual results to differ from those contained in the forward-looking statements.

#### **Additional Information**

On September 16, 2004, National Oilwell and Varco filed a joint proxy statement/prospectus relating to the proposed merger with the Securities and Exchange Commission. National Oilwell and Varco and their respective directors and officers may be deemed to be participants in the solicitation of proxies from their respective stockholders. Information about these persons can be found in National Oilwell’s and Varco’s respective Annual Reports on Form 10-K filed with the SEC and additional information about such persons may be obtained from the joint proxy statement/prospectus when it becomes available. **INVESTORS AND SECURITY HOLDERS ARE URGED TO CAREFULLY READ THE JOINT PROXY STATEMENT/PROSPECTUS REGARDING THE PROPOSED TRANSACTION WHEN IT BECOMES AVAILABLE, BECAUSE IT WILL CONTAIN IMPORTANT INFORMATION.** Investors and security holders may obtain a free copy of the joint proxy statement/prospectus when it is available and other documents containing information about National Oilwell and Varco, without charge, at the SEC’s web site at [www.sec.gov](http://www.sec.gov), National Oilwell’s web site at [www.natoil.com](http://www.natoil.com), and Varco’s web site at [www.varco.com](http://www.varco.com). Copies of the joint proxy statement/prospectus and the SEC filings that will be incorporated by reference therein may also be obtained for free by directing a request to either Investor Relations, National-Oilwell, Inc., 713-346-7500 or to Investor Relations, Varco International, Inc., 281-953-2200.

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