

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**OMB APPROVAL**

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Estimated average burden

hours per response: 0.5

☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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*			2. Issuer Name and Ticker or Trading Symbol		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)	
<u>GAUCHE JERRY N</u>			<u>NATIONAL OILWELL VARCO INC [</u>		<input checked="" type="checkbox"/> Director 10% Owner <input type="checkbox"/> Officer (give title below) Other (specify below) <u>Senior Vice President</u>	
(Last) (First) (Middle)			<u>NOV ]</u>			
(Street)			3. Date of Earliest Transaction (Month/Day/Year) <u>03/11/2005</u>			
(City) (State) (Zip)			4. If Amendment, Date of Original Filed (Month/Day/Year)		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person	

**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	03/11/2005		S		100,000	D	\$48.5	181,597	D	
Common Stock	03/11/2005		S		6,578	D	\$48.75	175,019	D	
Common Stock	03/11/2005		S		8,986	D	\$48.76	166,033	D	
Common Stock	03/14/2005		S		10,000	D	\$48.75	156,033	D	
Common Stock	03/14/2005		S		50,000	D	\$49	106,033	D	
Common Stock	03/14/2005		S		39,400	D	\$49.6	66,633	D	
Common Stock	03/14/2005		S		3,300	D	\$49.61	63,333	D	
Common Stock	03/14/2005		S		5,700	D	\$49.63	57,633	D	
Common Stock	03/14/2005		S		1,100	D	\$49.65	56,533	D	
Common Stock	03/14/2005		S		500	D	\$49.66	56,033	D	
Common Stock	03/14/2005		S		20,400	D	\$49.94	35,633	D	
Common Stock	03/14/2005		S		11,300	D	\$49.95	24,333	D	
Common Stock	03/14/2005		S		1,200	D	\$49.96	23,133	D	
Common Stock	03/14/2005		S		2,000	D	\$49.97	21,133	D	
Common Stock	03/14/2005		S		200	D	\$49.98	20,933	D	
Common Stock	03/14/2005		S		14,900	D	\$50	6,033	D	
Common Stock	03/14/2005		S		5,600	D	\$50.19	433	D	
Common Stock	03/14/2005		S		433	D	\$50.2	0	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		Date Exercisable	Expiration Date					
						(A) (D)			Title Amount or Number of Shares				

**Explanation of Responses:**

By: M. Gay Mather For: Jerry  
N. Gauche

03/15/2005

\*\* Signature of Reporting Person      Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, *see* Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**