

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 11-K

ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

(Mark One)

Annual report pursuant to Section 15(d) of the Securities Exchange Act
of 1934

(No fee required, effective October 7, 1996)

For the fiscal year ended DECEMBER 31, 1999

Or

Transition report pursuant to Section 15(d) of the Securities Exchange
Act of 1934

(No fee required)

For the transition period from _____ to _____

Commission file number 1-12317

A. Full title of the plan and the address of the plan, if different from
that of the issuer named below NATIONAL-OILWELL RETIREMENT AND THRIFT PLAN

B. Name of issuer of the securities held pursuant to the plan and the
address of its principal executive office

NATIONAL-OILWELL, INC.

10000 RICHMOND AVENUE

4th FLOOR

HOUSTON, TEXAS 77042-4200

REQUIRED INFORMATION

1. Not Applicable.
2. Not Applicable.
3. Not Applicable.
4. The National-Oilwell Retirement and Thrift Plan (the Plan) is subject to the requirements of the Employee Retirement Income Security Act of 1974 (ERISA). Attached hereto is a copy of the most recent financial statements and schedules of the Plan prepared in accordance with the financial reporting requirements of ERISA.

NATIONAL-OILWELL RETIREMENT AND THRIFT PLAN

FINANCIAL STATEMENTS AND SCHEDULES

DECEMBER 31, 1999

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REPORT OF INDEPENDENT AUDITORS

The Benefit Plan Administrative Committee
National-Oilwell Retirement and Thrift Plan

We have audited the accompanying statements of net assets available for benefits of National-Oilwell Retirement and Thrift Plan as of December 31, 1999 and 1998, and the related statement of changes in net assets available for benefits for the year ended December 31, 1999. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan at December 31, 1999 and 1998, and the changes in its net assets available for benefits for the year ended December 31, 1999, in conformity with accounting principles generally accepted in the United States.

Our audits were performed for the purpose of forming an opinion on the basic financial statements taken as a whole. The accompanying supplemental schedule of assets held for investment purposes at end of year as of December 31, 1999, is presented for purposes of additional analysis and is not a required part of the basic financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. This supplemental schedule is the responsibility of the Plan's management. The supplemental schedule has been subjected to the auditing procedures applied in our audits of the basic financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

/s/ Ernst & Young LLP

May 25, 2000

NATIONAL-OILWELL RETIREMENT AND THRIFT PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

	DECEMBER 31	
	1999	1998
ASSETS		
Cash	\$ 908	\$ 5,531
Receivables:		
Employer contributions	33,208	1,189,087
Participant contributions	48,134	317,109
Accrued income	290,433	636,009
Total receivables	371,775	2,142,205
Investments (Note 3)	85,816,741	74,291,751
Total assets	86,189,424	76,439,487
LIABILITIES		
Other	903	3,299
Total liabilities	903	3,299
Net assets available for benefits	\$86,188,521	\$76,436,188

See accompanying notes.

NATIONAL-OILWELL RETIREMENT AND THRIFT PLAN
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

Year ended December 31, 1999

Additions:	
Employer contributions	\$ 2,978,905
Participant contributions	3,499,545
Participant rollovers	808,835
Interest and dividends	1,108,381
Net appreciation in fair value of investments (Note 3)	14,693,007

Total additions	23,088,673
Deductions:	
Benefits paid to participants	14,246,116
Administrative expenses	82,287

Total deductions	14,328,403
Other changes in net assets:	
Net transfers to/from other qualified plans (Note 1)	992,063

Net increase	9,752,333
Net assets available for benefits at:	
Beginning of year	76,436,188

End of year	\$86,188,521
	=====

See accompanying notes.

NATIONAL-OILWELL RETIREMENT AND THRIFT PLAN

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 1999

1. DESCRIPTION OF PLAN

The following description of the National-Oilwell Retirement and Thrift Plan (the "Plan") is provided for general information only. Participants should refer to the Summary Plan Description for a more complete description of the Plan's provisions, a copy of which is available from National-Oilwell, L.P. (the "Company").

GENERAL

The Plan was established effective April 1, 1987 for the benefit of the employees of the Company. The Plan is a defined contribution plan covering substantially all domestic employees who have completed at least six months of service. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

CONTRIBUTIONS

Participants may make both pretax and after-tax contributions to the Plan. The maximum a participant can contribute (both pretax and after-tax combined) is 14% of compensation, and the minimum is 1%. At its discretion, the Company may match a portion of the participant's contribution. For 1999, the Company elected to match 25% of the first 6% of each participant's contribution. The Company may also make an additional discretionary matching contribution as of the end of each Plan year, which is determined by the Company's financial performance during the Plan year. For 1999, no additional discretionary match was made. The Company made two other types of discretionary contributions to the Plan in 1999. The first type of contribution, the Employer Retirement Contribution, is allocated to participants' accounts based on their years of service. The second discretionary contribution, the Employer Medical Savings Contribution ("MSA"), was established to accumulate assets for payment of medical insurance premiums after retirement, and is allocated to the participants' accounts based on years of service. Each participant may direct the trustee to invest both the participant's and the Company's contributions in one or more investment options.

NET TRANSFERS TO/FROM OTHER QUALIFIED PLANS

Effective December 1, 1999, the Dupre Supply Company, Inc. 401(k) Plan was merged into the Plan as a result of the acquisition of the Dupre Supply Company, Inc. in July 1999. Assets of approximately \$1.896 million were transferred to the Plan as a result of this merger. Certain participants from the Black Warrior and Hiland divisions transferred balances to other qualified plans due to the sale of those divisions.

NATIONAL-OILWELL RETIREMENT AND THRIFT PLAN

NOTES TO FINANCIAL STATEMENTS

1. DESCRIPTION OF PLAN (CONTINUED)

VESTING

Participants are immediately vested in participant and employer contributions and the related earnings which have been credited to their accounts.

BENEFIT PAYMENTS

The Plan pays lump-sum benefits on retirement, disability, death, or termination of employment. In-service withdrawals, subject to certain rules and restrictions, may also be made from all but the retirement and MSA account balances.

PARTICIPANT LOANS

The Plan includes a loan provision that permits participants to borrow up to the lesser of \$50,000 or 50% of the total value of their Plan assets. The loans are payable in principal installments plus interest at prime plus 1% through payroll deductions and are due in one-to five-year terms. The loans are considered individually directed accounts which do not affect the assets of the other Plan participants.

ADMINISTRATIVE EXPENSES

Certain administrative expenses are paid from the Plan's assets. All other Plan expenses are paid by the Company.

PLAN TERMINATION

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue contributions at any time and to terminate the Plan subject to the provisions of ERISA. Participants would be 100% vested in their accounts in any event.

2. SUMMARY OF ACCOUNTING POLICIES

BASIS OF ACCOUNTING

The accompanying financial statements of the Plan have been prepared on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States. Benefit payments to participants are recorded upon distribution.

NOTES TO FINANCIAL STATEMENTS

2. SUMMARY OF ACCOUNTING POLICIES (CONTINUED)

INVESTMENT VALUATION

Short-term investments are stated at cost, which approximates fair value. Investments in corporate common stock and mutual funds are stated at fair value, based on quotations obtained from national securities exchanges. Investments in common collective funds are based on quoted market values as determined by American Express based on the fair value of the underlying investments. The investment contracts with insurance companies are fully benefit-responsive and, therefore, are recorded at contract value which approximates fair value. Contract value represents contributions made under the contract plus interest at the contract rate less funds used to pay benefits and expenses. Participant loans are stated at cost, which approximates fair value.

USE OF ESTIMATES

The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates that affect the reported amounts in the financial statements and accompanying notes and schedule. Actual results could differ from those estimates.

RECLASSIFICATION

Certain prior year amounts have been reclassified to conform to the current year presentation.

NATIONAL-OILWELL RETIREMENT AND THRIFT PLAN

NOTES TO FINANCIAL STATEMENTS

3. INVESTMENTS

Individual investments that represent 5% or more of the Plan's net assets are as follows:

	DECEMBER 31	
	1999	1998

AET Equity Index II Fund	\$10,349,140	\$ 8,333,986
AIM Balanced Fund	6,171,870	6,335,471
AXP Growth Fund	19,977,626	16,239,532
Janus Worldwide Fund	9,350,806	5,574,061
AET Income II Fund	21,702,131	14,442,585
Kentucky Commonwealth Life Insurance Company (GAC# ADA00804FR)	4,522,272	4,315,492
Connecticut General Life Insurance Company (GIC #25198)	-	5,655,553

During 1999, the Plan's investments (including investments bought, sold, and held during the year) appreciated in value as follows:

Common stock	\$ 943,610
Common collective funds	3,422,077
Mutual funds	10,327,320

	\$14,693,007
	=====

During 1999, Plan assets included a guaranteed investment contract with Connecticut General Life Insurance Company ("CIGNA"), a group annuity contract with Kentucky Commonwealth Life Insurance Company ("Kentucky Commonwealth"), and a group annuity contract with New York Life Insurance Company ("New York Life"). Withdrawals of the funds' assets not in compliance with the contracts are subject to certain penalties.

NATIONAL-OILWELL RETIREMENT AND THRIFT PLAN

NOTES TO FINANCIAL STATEMENTS

3. INVESTMENTS (CONTINUED)

The insurance companies maintain deposits in funds to which interest is added. The rates in effect for the years ended December 31, 1999 and 1998 are as follows:

	YEAR ENDED DECEMBER 31		MATURITY
	1999	1998	DATE
CIGNA	6.07%	6.07%	December 31, 1999
New York Life	6.10%	6.10%	December 31, 1999
Kentucky Commonwealth	6.41%	6.41%	January 2, 2001

All rates are fixed through maturity.

4. INCOME TAX STATUS

The Plan has received a determination letter from the Internal Revenue Service dated September 18, 1997, stating that the Plan is qualified under Section 401(a) of the Internal Revenue Code (the "IRC") and, therefore, the related trust is exempt from taxation. Once qualified, the Plan is required to operate in conformity with the IRC to maintain its qualification. The Plan has been amended and restated since receiving the determination. However, the Benefit Plan Administrative Committee believes the Plan continues to operate in compliance with the applicable requirements of the IRC and, therefore, believes that the Plan is qualified and the related trust is tax exempt.

NATIONAL-OILWELL RETIREMENT AND THRIFT PLAN

SCHEDULE H, LINE 4(i) - SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES
AT END OF YEAR

December 31, 1999

EIN: 76-0488987 PN: 001

IDENTITY OF ISSUE, BORROWER, LESSOR, OR SIMILAR PARTY	DESCRIPTION OF INVESTMENT	CURRENT VALUE
Kentucky Commonwealth Life Insurance Company	Group Annuity Contract #ADA00804FR	\$ 4,522,272
*American Express Trust Company	AET Money Market I Fund	165,679
*National-Oilwell, Inc.	242,618 shares of common stock	3,806,070
*American Express Trust Company	AET Equity Index II Fund	10,349,140
*American Express Trust Company	AXP Bond Fund	1,681,881
*American Express Trust Company	AIM Balanced Fund	6,171,870
*American Express Trust Company	Barron Asset Fund	2,752,578
*American Express Trust Company	AXP Growth Fund	19,977,626
*American Express Trust Company	AXP Blue Chip Advantage Fund	3,596,919
*American Express Trust Company	Janus Worldwide Fund	9,350,806
*American Express Trust Company	AET Income II Fund	21,702,131
*Participant loans	Various maturities and interest rates ranging from 8.750% to 10.823%	1,739,769
		----- \$85,816,741 =====
*Party-in-interest		

SIGNATURE

The Plan. Pursuant to the requirements of the Securities Exchange Act of 1934, the trustees (or other persons who administer the employee benefit plan) have duly caused this annual report to be signed on its behalf by the undersigned hereunto duly authorized.

NATIONAL-OILWELL RETIREMENT AND THRIFT PLAN

June 14, 2000

/s/ Daniel L. Molinaro

Date

Daniel L. Molinaro
Treasurer for National-Oilwell, Inc. and
National-Oilwell Benefits Plan
Administrative Committee Member

EXHIBIT INDEX

EXHIBIT
NUMBER

DESCRIPTION

23.1

Consent of Independent Auditors

CONSENT OF INDEPENDENT AUDITORS

We consent to the incorporation by reference in the Registration Statement (Form S-8 No. 333-46459) pertaining to the National-Oilwell Retirement and Thrift Plan of our report dated May 25, 2000, with respect to the financial statements and schedule of the National-Oilwell Retirement and Thrift Plan included in this Annual Report (Form 11-K) for the year ended December 31, 1999.

/s/ Ernst & Young LLP

June 8, 2000
Houston, Texas