
**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 25, 2011
Date of Report (Date of earliest event reported)**

NATIONAL OILWELL VARCO, INC.

(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.)

7909 Parkwood Circle Dr.
Houston, Texas
(Address of principal executive offices)

77036
(Zip Code)

Registrant's telephone number, including area code: **713-346-7500**

(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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Item 2.02 Results of Operations and Financial Condition

On October 25, 2011, National Oilwell Varco, Inc. issued a press release announcing earnings for the third quarter ended September 30, 2011 and conference call in connection therewith. A copy of the release is furnished herewith as Exhibit 99.1 and incorporated herein by reference.

The information contained in this Current Report shall not be deemed to be “filed” for purposes of Section 18 of the Securities Exchange Act of 1934 (the “Exchange Act”) or otherwise subject to the liabilities of that section, nor shall it be incorporated by reference into a filing under the Securities Act of 1933, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

Item 9.01 Financial Statements and Exhibits

(d) *Exhibits*

The following exhibit is provided as part of the information furnished under Item 2.02 of this Current Report on Form 8-K:

99.1 National Oilwell Varco, Inc. press release dated October 25, 2011 announcing the earnings results for the third quarter ended September 30, 2011.

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 25, 2011

NATIONAL OILWELL VARCO, INC.

/s/ Raymond W. Chang

Raymond W. Chang

Vice President

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99.1 National Oilwell Varco, Inc. press release dated October 25, 2011 announcing the earnings results for the third quarter ended September 30, 2011.



NEWS

Contact: Clay Williams
(713) 346-7606FOR IMMEDIATE RELEASE**NATIONAL OILWELL VARCO ANNOUNCES THIRD QUARTER 2011 RESULTS**

HOUSTON, TX, October 25, 2011 — National Oilwell Varco, Inc. (NYSE: NOV) today reported that for the third quarter ended September 30, 2011 it earned net income of \$532 million, or \$1.25 per fully diluted share, compared to second quarter ended June 30, 2011 net income of \$481 million, or \$1.13 per fully diluted share. Earnings per share increased 30 percent compared to the third quarter of 2010 and increased 11 percent compared to the second quarter of 2011.

Transaction charges for the third quarter of 2011 were \$6 million pre-tax. Net income for the third quarter of 2011 excluding transaction charges was \$536 million, or \$1.26 per fully diluted share. This compares to second quarter of 2011 net income of \$484 million, or \$1.14 per fully diluted share, and third quarter 2010 net income of \$406 million or \$0.97 per fully diluted share, excluding transaction charges from all periods.

The Company's revenues for the third quarter of 2011 were \$3.74 billion, an increase of six percent from the second quarter of 2011 and an increase of 24 percent from the third quarter of 2010. Operating profit for the third quarter of 2011 was \$778 million or 20.8 percent of sales, excluding transaction charges. Sequentially, third quarter operating profit increased nine percent, resulting in operating profit flow-through (change in operating profit divided by the change in revenue) of 29 percent, excluding transaction and restructuring charges. Year-over-year third quarter operating profit increased 30 percent, resulting in operating profit flow-through of 25 percent, excluding transaction and restructuring charges.

During the third quarter of 2011 the Company's Rig Technology segment booked a record \$3.94 billion in new orders. Third quarter capital equipment orders included the Company's single largest order ever, a \$1.5 billion order for seven drillship packages for Estaleiro Atlantico Sul announced in August. Backlog for capital equipment orders for the Company's Rig Technology segment at September 30, 2011 was \$10.27 billion, up 33 percent from the end of the second quarter of 2011.

Pete Miller, Chairman, President and CEO of National Oilwell Varco, remarked, "Strong oil and gas activity and continued outstanding execution enabled the Company to achieve solid earnings again this quarter. All three segments posted higher sequential and year-over-year revenues and operating profit. We are very pleased by the strong sequential margin expansions posted by our Petroleum Services & Supplies and Distribution Services segments, as well as the record level of bookings into our capital equipment backlog for the Rig Technology segment, during the third quarter. We continue to pursue new orders aggressively, and remain well-positioned to execute strategic internal growth and acquisition opportunities."

We recently completed our acquisition of Ameron International Corporation. We are pleased to welcome Ameron's employees to the National Oilwell Varco family, and are excited about jointly tackling the many new opportunities this combination creates."

Rig Technology

Third quarter revenues for the Rig Technology segment were \$1.97 billion, an increase of four percent from the second quarter of 2011 and an increase of 19 percent from the third quarter of 2010. Operating profit for this segment was \$528 million, or 26.8 percent of sales. Operating profit flow-through was 14 percent sequentially and 15 percent from the third quarter of 2010 to the third quarter of 2011. Revenue out of backlog for the segment increased one percent sequentially and increased 22 percent year-over-year, to \$1.41 billion for the third quarter of 2011. Non backlog revenue improved 12 percent sequentially and 14 percent year-over-year, due to rising demand for aftermarket spare parts and services.

Petroleum Services & Supplies

Revenues for the third quarter of 2011 for the Petroleum Services & Supplies segment were \$1.46 billion, up seven percent compared to second quarter 2011 results and up 34 percent from the third quarter of 2010. Operating profit was \$299 million, or 20.5 percent of revenue, up 20 percent from the second quarter of 2011. Operating profit flow-through was 50 percent sequentially and 36 percent from the third quarter of 2010 to the third quarter of 2011. Rising levels of rig activity, seasonal recovery in Canada, and improving pricing resulted in higher revenues and margins for the segment.

Distribution Services

The Distribution Services segment generated third quarter revenues of \$480 million, which were up 13 percent from the second quarter of 2011 and were up 13 percent from the third quarter of 2010. Third quarter operating profit was \$37 million or 7.7 percent of sales. Operating profit flow-through was 19 percent sequentially and 23 percent from the third quarter of 2010 to the third quarter of 2011. This segment benefited from sequential seasonal sales improvements in Canada, as well as strong sequential gains in U.S. operations on higher rig counts.

The Company has scheduled a conference call for October 25, 2011, at 8:00 a.m. Central Time to discuss third quarter results. The call will be broadcast through the Investor Relations link on National Oilwell Varco's web site at www.nov.com, and a replay will be available on the site for thirty days following the conference. Participants may also join the conference call by dialing **1-800-447-0521 within North America or 1-847-413-3238 outside of North America** five to ten minutes prior to the scheduled start time, and ask for the "National Oilwell Varco Earnings Conference Call."

National Oilwell Varco is a worldwide leader in the design, manufacture and sale of equipment and components used in oil and gas drilling and production operations, the provision of oilfield services, and supply chain integration services to the upstream oil and gas industry.

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 may differ materially from actual future events or results. Readers are referred to documents filed by National Oilwell Varco with the Securities and Exchange Commission, including the Annual Report on Form 10-K, which identify significant risk factors which could cause actual results to differ from those contained in the forward-looking statements.

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NATIONAL OILWELL VARCO, INC.
CONSOLIDATED BALANCE SHEETS
(In millions, except share data)

	September 30, 2011 (Unaudited)	December 31, 2010
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 3,870	\$ 3,333
Receivables, net	3,109	2,425
Inventories, net	3,907	3,388
Costs in excess of billings	531	815
Deferred income taxes	282	316
Prepaid and other current assets	339	258
Total current assets	<u>12,038</u>	<u>10,535</u>
Property, plant and equipment, net	1,967	1,840
Deferred income taxes	194	341
Goodwill	5,942	5,790
Intangibles, net	3,995	4,103
Investment in unconsolidated affiliate	371	386
Other assets	37	55
	<u>\$ 24,544</u>	<u>\$ 23,050</u>
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable	\$ 802	\$ 628
Accrued liabilities	2,154	2,105
Billings in excess of costs	1,117	511
Current portion of long-term debt and short-term borrowings	2	373
Accrued income taxes	399	468
Deferred income taxes	270	451
Total current liabilities	<u>4,744</u>	<u>4,536</u>
Long-term debt	510	514
Deferred income taxes	1,776	1,885
Other liabilities	275	253
Total liabilities	<u>7,305</u>	<u>7,188</u>
Commitments and contingencies		
Stockholders' equity:		
Common stock — par value \$.01; 423,817,646 and 421,141,751 shares issued and outstanding at September 30, 2011 and December 31, 2010	4	4
Additional paid-in capital	8,513	8,353
Accumulated other comprehensive income	37	91
Retained earnings	8,580	7,300
Total National Oilwell Varco stockholders' equity	<u>17,134</u>	<u>15,748</u>
Noncontrolling interests	105	114
Total stockholders' equity	<u>17,239</u>	<u>15,862</u>
	<u>\$ 24,544</u>	<u>\$ 23,050</u>

NATIONAL OILWELL VARCO, INC.
CONSOLIDATED STATEMENTS OF INCOME (Unaudited)
(In millions, except per share data)

	Three Months Ended			Nine Months Ended	
	September 30,		June 30, 2011	September 30,	
	2011	2010		2011	2010
Revenue:					
Rig technology	\$ 1,970	\$ 1,650	\$ 1,894	\$ 5,472	\$ 5,208
Petroleum services and supplies	1,460	1,089	1,359	4,084	3,045
Distribution services	480	424	423	1,313	1,123
Eliminations	(170)	(152)	(163)	(470)	(392)
Total revenue	3,740	3,011	3,513	10,399	8,984
Gross profit	1,170	947	1,087	3,251	2,852
Gross profit %	31.3%	31.5%	30.9%	31.3%	31.7%
Selling, general, and administrative	392	349	375	1,133	1,012
Other costs	6	2	4	29	44
Operating profit	772	596	708	2,089	1,796
Interest and financial costs	(8)	(12)	(9)	(31)	(38)
Interest income	5	4	4	13	9
Equity income in unconsolidated affiliate	11	8	10	34	22
Other income (expense), net	—	(23)	(7)	(26)	(15)
Income before income taxes	780	573	706	2,079	1,774
Provision for income taxes	252	169	226	667	552
Net income	528	404	480	1,412	1,222
Net loss attributable to noncontrolling interests	(4)	—	(1)	(8)	(5)
Net income attributable to Company	\$ 532	\$ 404	\$ 481	\$ 1,420	\$ 1,227
Net income attributable to Company per share:					
Basic	\$ 1.26	\$ 0.97	\$ 1.14	\$ 3.37	\$ 2.94
Diluted	\$ 1.25	\$ 0.96	\$ 1.13	\$ 3.35	\$ 2.93
Weighted average shares outstanding:					
Basic	422	417	422	421	417
Diluted	425	419	425	424	419

NATIONAL OILWELL VARCO, INC.
OPERATING PROFIT — AS ADJUSTED SUPPLEMENTAL SCHEDULE (Unaudited)
(In millions)

	Three Months Ended			Nine Months Ended	
	September 30,		June 30, 2011	September 30,	
	2011	2010		2011	2010
Revenue:					
Rig technology	\$ 1,970	\$ 1,650	\$ 1,894	\$ 5,472	\$ 5,208
Petroleum services and supplies	1,460	1,089	1,359	4,084	3,045
Distribution services	480	424	423	1,313	1,123
Eliminations	(170)	(152)	(163)	(470)	(392)
Total revenue	<u>\$ 3,740</u>	<u>\$ 3,011</u>	<u>\$ 3,513</u>	<u>\$ 10,399</u>	<u>\$ 8,984</u>
Operating profit:					
Rig technology	\$ 528	\$ 480	\$ 517	\$ 1,467	\$ 1,570
Petroleum services and supplies	299	164	249	794	415
Distribution services	37	24	26	91	48
Unallocated expenses and eliminations	(86)	(70)	(80)	(234)	(193)
Total operating profit (before other costs)	<u>\$ 778</u>	<u>\$ 598</u>	<u>\$ 712</u>	<u>\$ 2,118</u>	<u>\$ 1,840</u>
Operating profit %:					
Rig technology	26.8%	29.1%	27.3%	26.8%	30.1%
Petroleum services and supplies	20.5%	15.1%	18.3%	19.4%	13.6%
Distribution services	7.7%	5.7%	6.1%	6.9%	4.3%
Other unallocated	—	—	—	—	—
Total operating profit % (before other costs)	<u>20.8%</u>	<u>19.9%</u>	<u>20.3%</u>	<u>20.4%</u>	<u>20.5%</u>

NATIONAL OILWELL VARCO, INC.
AS ADJUSTED EBITDA RECONCILIATION EXCLUDING OTHER COSTS
(Unaudited)
(In millions)

	Three Months Ended			Nine Months Ended	
	September 30,		June 30,	September 30,	
	2011	2010	2011	2011	2010
Reconciliation of EBITDA excluding other costs (Note 1):					
GAAP net income attributable to Company	\$ 532	\$ 404	\$ 481	\$ 1,420	\$ 1,227
Provision for income taxes	252	169	226	667	552
Interest expense	8	12	9	31	38
Depreciation and amortization	140	127	138	413	378
EBITDA	<u>932</u>	<u>712</u>	<u>854</u>	<u>2,531</u>	<u>2,195</u>
Other costs:					
Transaction costs	6	2	4	12	6
Libya asset write-down	—	—	—	17	—
Devaluation costs	—	—	—	—	38
EBITDA excluding other costs (Note 1)	<u>\$ 938</u>	<u>\$ 714</u>	<u>\$ 858</u>	<u>\$ 2,560</u>	<u>\$ 2,239</u>

Note 1: EBITDA excluding other costs means earnings before interest, taxes, depreciation, amortization, and other costs, and is a non-GAAP financial measurement. Management uses EBITDA excluding other costs because it believes it provides useful supplemental information regarding the Company's on-going economic performance and, therefore, uses this financial measure internally to evaluate and manage the Company's operations. The Company has chosen to provide this information to investors to enable them to perform more meaningful comparisons of operating results and as a means to emphasize the results of on-going operations.

CONTACT: National Oilwell Varco, Inc.
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