

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

OMB APPROVAL

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SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934
(AMENDMENT NO. _____) *

NATIONAL-OILWELL, INC.

(Name of Issuer)

COMMON STOCK, PAR VALUE \$.01 PER SHARE

(Title of Class of Securities)

637071 10 1

(CUSIP Number)

December 15, 1998

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this
Schedule is filed:

- Rule 13d-1(b)
 Rule 13d-1(c)
 Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting
person's initial filing on this form with respect to the subject class of
securities, and for any subsequent amendment containing information which
would alter disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be
deemed to be "filed" for the purpose of Section 18 of the Securities
Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of
that section of the Act but shall be subject to all other provisions of the
Act (however, see the Notes).

CUSIP No. 637071 10 1

SCHEDULE 13G

Page 2 of 5 Pages

1 NAME OF REPORTING PERSON WESTBURNE INC.

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON N/A

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

CANADA

NUMBER OF	5	SOLE VOTING POWER
SHARES		3,000,000 Shares
BENEFICIALLY	6	SHARED VOTING POWER
OWNED BY EACH		0
REPORTING	7	SOLE DISPOSITIVE POWER
PERSON WITH		3,000,000 Shares
	8	SHARED DISPOSITIVE POWER
		0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,000,000 Shares

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* []

None

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

5.36%

12 TYPE OF REPORTING PERSON*

CO

*SEE INSTRUCTIONS BEFORE FILLING OUT!

Item 1(a). Name of Issuer

National-Oilwell, Inc. ("National")

Item 1(b). Address of Issuer's Principal Executive Offices

5555 San Felipe
Houston, Texas 77056

Item 2(a). Name of Persons Filing

Westburne Inc. ("Westburne")

Item 2(b). Address of Principal Business Office or, if none, Residence

505 Locke Street
Suite 2000
St. Laurent, Quebec
Canada H42 1X7

Item 2(c). Citizenship

Westburne is a corporation incorporated under the laws of Canada.

Item 2(d). Title of Class of Securities

Common Stock, par value \$.01 per share

Item 2(e). CUSIP Number

637071 10 1

Item 3. If this statement is filed pursuant to Rule 13d-1(b),
or 13(d) - 2(b), check whether the Filing Persons are:

N/A. Statement is filed under Rule 13d-1(c).

Item 4. Ownership

(a) Amount beneficially owned: 3,000,000 shares.

(b) Percent of class: 5.36%.

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote:
3,000,000 shares.

(ii) Shared power to vote or to direct the vote: N/A.

(iii) Sole power to dispose or direct the disposition
of: 3,000,000 shares.

(iv) Shared power to dispose or to direct the
disposition of: N/A.

Item 5. Ownership of Five Percent or Less of a Class

N/A.

Item 6. Ownership of More than Five Percent on Behalf of Another Person

N/A.

Item 7. Identification and Classification of the Subsidiary Which
Acquired the Security Being Reported on By the Parent
Holding Company

The securities to which this Schedule 13G related were
originally acquired by Westburne Industrial Enterprises
Ltd., a wholly owned subsidiary of Westburne, and thereafter
transferred to Westburne.

Item 8. Identification and Classification of Members of the Group

N/A.

Item 9. Notice of Dissolution of Group

N/A.

Item 10. Certification

(a) N/A.

(b) By signing below I certify that, to the best of my
knowledge and belief, the securities referred to above
were not acquired and are not held for the purpose of

or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

January 14, 1999

WESTBURNE INC.

By: /s/ Rene Merat

Name: Rene Merat
Title: Vice President, General Counsel
and Secretary