
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

POST-EFFECTIVE AMENDMENT NO. 1
TO
FORM S-3
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

NATIONAL-OILWELL, INC.

(Exact Name of Registrant as Specified in Its Charter)

Delaware

76-0475815

(State or Other Jurisdiction of
Incorporation or Organization)

(I.R.S. Employer Identification No.)

5555 San Felipe
Houston, Texas 77056
(713) 960-5100

(Address, Including Zip Code, and Telephone Number, Including Area Code, of
Registrant's Principal
Executive Offices)

Steven W. Krablin
Vice President and Chief Financial Officer
National-Oilwell, Inc.
5555 San Felipe
Houston, Texas 77056
(713) 960-5100

(Name, Address, Including Zip Code, and Telephone Number, Including Area Code,
of Agent For Service)

Copies to:

David R. King, Esquire
Morgan, Lewis & Bockius LLP
2000 One Logan Square
Philadelphia, Pennsylvania 19103-6993
(215) 963-5000

This Post-Effective Amendment No. 1 to the Registration Statement on Form S-3 is being filed to deregister the remaining 383,000 shares of Common Stock that originally were registered on this Form S-3 but not sold.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this post-effective amendment to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Houston, state of Texas, on May 27, 1998.

NATIONAL-OILWELL, INC.

By: /s/ Joel V. Staff

Joel V. Staff
Chairman, President and Chief Executive

POWER OF ATTORNEY

Pursuant to the requirements of the Securities Act of 1933, this post-effective amendment has been signed below by the following persons in the capacities and on the date indicated.

SIGNATURES

Signature -----	Title -----	Date -----
* ----- Joel V. Staff	Chairman of the Board of Directors (Principal Executive Officer)	May 27, 1998
/s/ Steven W. Krablin ----- Steven W. Krablin	Vice President and Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	May 27, 1998
* ----- Howard I. Bull	Director	May 27, 1998
* ----- James C. Comis III	Director	May 27, 1998
* ----- James T. Dresher	Director	May 27, 1998
* ----- W. McComb Dunwoody	Director	May 27, 1998
* ----- William E. Macaulay	Director	May 27, 1998
* ----- Frederick W. Pheasey	Director	May 27, 1998

*

Director

May 27, 1998

Bruce M. Rothstein

*By: /s/ Steven W. Krablin

Attorney-in-Fact