

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

Date of Report: July 25, 2003  
(Date of earliest event reported)

NATIONAL-OILWELL, INC.

(Exact name of registrant as specified in its charter)

FILE NO. 1-12317  
(Commission File Number)

DELAWARE  
(State of incorporation)

76-0475815  
(I.R.S. Employer  
Identification Number)

10000 RICHMOND AVENUE  
HOUSTON, TEXAS  
(Address of principal  
executive offices)

77042-4200  
(Zip Code)

Registrant's telephone, including area code: (713) 346-7500

ITEM 7. FINANCIAL STATEMENT AND EXHIBITS

- (a) Financial statements of business acquired  
Not applicable
- (b) Pro forma financial information  
Not applicable
- (c) Exhibits  
99.1 Press Release dated July 25, 2003.

ITEM 9. REGULATION FD DISCLOSURE

The following information is being furnished pursuant to Item 12 "Disclosure of Results of Operations and Financial Condition," and is included under this Item 9 in accordance with the procedure guidance in SEC Release No. 33-8216.

A copy of the press release dated July 25, 2003 announcing the Registrant's results for the three months ended June 30, 2003 is attached as Exhibit 99.1 to this Current Report on Form 8-K.

SIGNATURE

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 thereunto duly authorized.

NATIONAL-OILWELL, INC.

Date: July 25, 2003

/s/ Steven W. Krablin

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Steven W. Krablin  
Vice President and Chief Financial Officer

EXHIBIT INDEX

EXHIBIT NO. -----	DESCRIPTION -----
99.1	Press Release dated July 25, 2003.

[NATIONAL OILWELL LOGO]

NEWS CONTACT: STEVE KRABLIN

(713) 346-7773

FOR IMMEDIATE RELEASE

## NATIONAL OILWELL REPORTS SECOND QUARTER EARNINGS

HOUSTON, TX, July 25, 2003--National-Oilwell, Inc. (NYSE: NOI) reported net income of \$20.4 million (\$0.24 per diluted share) for its second quarter ended June 30, 2003.

Financial Results  
(in millions, except per share amounts)

	Three Months Ended		
	6/30/2003	3/31/2003	6/30/2002
Revenues	\$475,398	\$500,576	\$372,390
Net Income	\$ 20,360	\$ 19,166	\$ 16,961
Diluted Earnings Per Share	\$ 0.24	\$ 0.23	\$ 0.21

Consolidated revenues were down sequentially from the first quarter by \$25 million, primarily due to lower capital equipment revenues. Consolidated operating income as a percent of revenues was essentially flat in the second quarter compared to the first.

Backlog of capital equipment at the end of the second quarter was \$366 million, also essentially flat on a sequential basis. Revenues from capital equipment for the quarter totaled \$155 million, and incoming orders declined to \$153 million from \$174 million in the prior quarter. The China Joint Venture is not included in backlog data.

Capital spending was \$7.8 million, consistent with the first quarter of the year and approximately 90% of the second quarter depreciation and amortization charge.

## PRODUCTS AND TECHNOLOGY GROUP

Product and Technology revenues declined due to the previously mentioned decline in capital equipment revenues. Increased revenues in downhole tools and pump expendables offset a portion of the decline. Operating income approximated 12% of revenues.

- more -

DISTRIBUTION SERVICES GROUP

Distribution revenues increased by \$5 million as strength in the United States and outside North America offset the seasonal slowdown in Canada. Operating income approximated 3% of revenues.

Pete Miller, President and CEO of National Oilwell, stated "We are very pleased that net income in the second quarter improved sequentially and year over year. Based on the marketplace trends that we are seeing, we believe that we will achieve further improvement in net income during each of the next two quarters.

"Many of our businesses benefit disproportionately from drilling activity in the Gulf of Mexico which remained flat in the second quarter. We continue to see indications of improvement in this market that should translate into increased future revenues from this area. While capital equipment orders in the quarter were down sequentially, the likely sustainability of the order flow actually improved as, unlike the first quarter, there were no new large projects added to the backlog. We experienced broad demand for all types of equipment, with continued emphasis from the offshore and international land markets."

The Company has scheduled a conference call today at 10:00 a.m. Central Time to discuss second quarter results. The call will be broadcast through the Investor Relations link on National Oilwell's web site at [www.natoil.com](http://www.natoil.com), and a replay will be available on the site for seven days following the conference. Participants may also join the conference call by dialing 913-981-5530 (identification code: 211469) five to ten minutes prior to the scheduled start time.

National Oilwell is a worldwide leader in the design, manufacture and sale of comprehensive systems and components used in oil and gas drilling and production, as well as in providing 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 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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The following table sets forth comparative data (in thousands, except per share data):

	Quarter Ended March 31,	QUARTER ENDED JUNE 30,		SIX MONTHS ENDED JUNE 30,	
	2003	2003	2002	2003	2002
<b>Revenues</b>					
Products and Technology Group	\$ 335,476	\$ 311,464	\$ 224,823	\$ 646,940	\$ 466,095
Distribution Services Group	184,336	189,257	168,835	373,593	336,364
Eliminations	(19,236)	(25,323)	(21,268)	(44,559)	(41,083)
<b>Total</b>	<b>\$ 500,576</b>	<b>\$ 475,398</b>	<b>\$ 372,390</b>	<b>\$ 975,974</b>	<b>\$ 761,376</b>
<b>Operating Income</b>					
Products and Technology Group	\$ 41,832	\$ 38,419	\$ 30,067	\$ 80,251	\$ 65,517
Distribution Services Group	4,716	5,499	4,714	10,215	9,282
Corporate	(3,120)	(2,957)	(2,544)	(6,077)	(4,846)
<b>Total</b>	<b>\$ 43,428</b>	<b>\$ 40,961</b>	<b>\$ 32,237</b>	<b>\$ 84,389</b>	<b>\$ 69,953</b>
<b>Net Income</b>	<b>\$ 19,166</b>	<b>\$ 20,360</b>	<b>\$ 16,961</b>	<b>\$ 39,526</b>	<b>\$ 38,146</b>
Average diluted shares outstanding	84,476	84,990	81,985	84,733	81,785
Net income per diluted share	\$ 0.23	\$ 0.24	\$ 0.21	\$ 0.47	\$ 0.47
Backlog for capital equipment at quarter end	\$ 368,000	\$ 366,000	\$ 278,000	\$ 366,000	\$ 278,000
<b>Condensed Balance Sheet Data:</b>					
Cash and cash equivalents	\$ 65,361	\$ 62,153			
Other current assets	1,083,769	1,097,553			
<b>Total current assets</b>	<b>1,149,130</b>	<b>1,159,706</b>			
Net property, plant and equipment	240,451	236,464			
Other assets	695,041	705,398			
<b>Total assets</b>	<b>\$ 2,084,622</b>	<b>\$ 2,101,568</b>			
Current liabilities	\$ 369,178	\$ 347,396			
Long-term debt	603,043	606,937			
Other long-term liabilities	89,704	86,899			
<b>Total liabilities</b>	<b>1,061,925</b>	<b>1,041,232</b>			
Minority interest	11,530	12,641			
Shareholders' equity	1,011,167	1,047,695			
<b>Total liabilities and equity</b>	<b>\$ 2,084,622</b>	<b>\$ 2,101,568</b>			

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