

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, 1998  
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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  
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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  
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B. Name of issuer of the securities held pursuant to the plan and the  
address of its principal executive office NATIONAL-OILWELL, INC.  
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10000 RICHMOND AVENUE  
-----

4TH FLOOR  
-----

HOUSTON, TEXAS 77042-4200  
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REQUIRED INFORMATION

National-Oilwell Retirement and Thrift Plan Financial Statements and Schedules  
prepared in accordance with financial reporting requirements of the Employee  
Retirement Income Security Act of 1974, as amended.

SIGNATURES

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 24, 1999  
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Date

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

INDEX TO EXHIBITS

EXHIBIT  
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- 23.1 Consent of Ernst and Young LLP
- 99.1 National-Oilwell Retirement and Thrift Plan Financial Statements and Schedules prepared in accordance with financial reporting requirements of ERISA. (Supplemental Schedule, Item 27(b)--Schedule of Loans or Fixed Income Obligations, is omitted because it is not applicable.)

## 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 June 7, 1999, with respect to the financial statements and schedules of the National-Oilwell Retirement and Thrift Plan included in this Annual Report (Form 11-K) for the year ended December 31, 1998.

/s/ Ernst & Young LLP

June 23, 1999  
Houston, Texas

National-Oilwell Retirement and Thrift Plan  
Financial Statements and Supplemental Schedules

Year ended December 31, 1998

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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, 1998 and 1997, and the related statement of changes in net assets available for benefits for the year ended December 31, 1998. 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 generally accepted auditing standards. 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, 1998 and 1997, and the changes in its net assets available for benefits for the year ended December 31, 1998, in conformity with generally accepted accounting principles.

Our audits were performed for the purpose of forming an opinion on the financial statements taken as a whole. The accompanying supplemental schedules of assets held for investment purposes as of December 31, 1998, schedule of loans or fixed income obligations as of December 31, 1998, and reportable transactions for the

year ended December 31, 1998, are presented for purpose of additional analysis and are not a required part of the basic financial statements but are 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. These supplemental schedules are the responsibility of the Plan's management. The supplemental schedules have been subjected to the auditing procedures applied in our audits of the financial statements and, in our opinion, are fairly stated in all material respects in relation to the financial statements taken as a whole.

/s/ Ernst & Young LLP

June 7, 1999

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National-Oilwell Retirement and Thrift Plan  
Statements of Net Assets Available for Benefits

	DECEMBER 31	
	1998	1997
	-----	-----
ASSETS		
Cash	\$ 5,531	\$ --
Receivables:		
Employer contributions	1,189,087	792,222
Participant contributions	317,109	188,644
Accrued income	636,009	521,240
Assets disposed	--	13,151
	-----	-----
Total receivables	2,142,205	1,515,257
Investments:		
Bank of America Short-Term Investment Fund	--	7,835,187
AET Money Market I Fund	62,237	--
Armco, Inc. common stock	140,844	219,124
National-Oilwell, Inc. common stock	1,682,007	--
Dodge & Cox Balanced Mutual Fund	--	4,885,889
Ivy International Mutual Fund	--	4,516,918
Vanguard S&P 500 Index Mutual Fund	--	5,913,084
The Equitable Life Assurance Society - Diversified Common Stock Fund	--	13,057,257
AET Equity Index II Fund	8,333,986	--
IDS Bond Fund	1,650,508	--
AIM Balanced Fund	6,335,471	--
Barron Asset Fund	1,557,410	--
IDS Growth Fund	16,239,532	--
IDS Blue Chip Advantage Fund	2,633,670	--
Janus Worldwide Fund	5,574,061	--
AET Income II Fund	14,442,585	--
Participant loans	1,911,394	1,153,533
Investment contracts with insurance companies (Note 3)	13,728,046	19,464,026
	-----	-----
Total investments	74,291,751	57,045,018
	-----	-----
Total assets	76,439,487	58,560,275
LIABILITIES		
Excess contributions to be refunded	--	8,324
Assets acquired	--	512,898
Accrued expenses	--	16,990
Other	3,299	--
	-----	-----
Total liabilities	3,299	538,212
	-----	-----
Net assets available for benefits	\$76,436,188	\$58,022,063
	=====	=====

See accompanying notes.

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National-Oilwell Retirement and Thrift Plan  
Statement of Changes in Net Assets Available for Benefits

Year ended December 31, 1998

Additions:	
Employer contributions	\$ 3,655,724
Participant contributions	3,697,408
Participant rollovers	451,045
Interest and dividends	2,554,737
Net appreciation in fair value of investments	5,398,915
	-----
Total additions	15,757,829
Deductions:	
Benefits paid to participants	7,581,451
Administrative expenses	128,243
	-----
Total deductions	7,709,694
Other changes in net assets:	
Transfers from other qualified plans (Note 1)	10,365,990
	-----
Net increase	18,414,125
Net assets available for benefits at:	
Beginning of year	58,022,063
	-----
End of year	\$76,436,188
	=====

See accompanying notes.

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National-Oilwell Retirement and Thrift Plan

Notes to Financial Statements

December 31, 1998

1. DESCRIPTION OF THE 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 (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 one year 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 2%. At its discretion, the Company may match a portion of the participant's contribution. For 1998 and 1997, 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 1998 and 1997, the additional discretionary match was 40.31% and 43.78% of the first 6% of each participant's contribution, respectively. The Company also made two other types of discretionary contributions to the Plan in 1998 and 1997. 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.

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#### National-Oilwell Retirement and Thrift Plan

##### Notes to Financial Statements (continued)

#### 1. DESCRIPTION OF THE PLAN (CONTINUED)

##### INVESTMENT OPTIONS

All contributions were invested with the predecessor trustee, Bank of America, in either a Fixed Income Fund (comprised of the Bank of America Short-Term Investment Fund and investment contracts with insurance companies); an Equity Fund (consisting primarily of the Equitable Life Assurance Society - Diversified Common Stock Fund, a pooled separate account); a Balanced Fund (consisting primarily of the Dodge & Cox Balanced Mutual Fund); an International Fund (consisting primarily of the Ivy International Mutual Fund); and an Index Fund (consisting primarily of the Vanguard S & P 500 Mutual Fund).

Effective April 1, 1998, American Express Trust Company assumed record keeping and trustee responsibilities of the Plan and the Plan's fund options were changed to the following participant-directed fund options: AET Equity Index II Fund, IDS Bond Fund, AIM Balanced Fund, Barron Asset Fund, IDS Growth Fund, IDS Blue Chip Advantage Fund, Janus Worldwide Fund, National-Oilwell Stock Fund, and Stable Value Fund (consisting primarily of guaranteed investment contracts and the AET Income II Fund).

Employees choose between investment options in 5% increments. The Plan also contains shares of Armco stock which were transferred from the thrift plan of Armco Inc. Under the current Plan, however, no additional contributions will be invested in Armco stock.

##### 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.

## National-Oilwell Retirement and Thrift Plan

## Notes to Financial Statements (continued)

## 1. DESCRIPTION OF THE PLAN (CONTINUED)

## 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.

## TRANSFERS FROM OTHER QUALIFIED PLANS

Effective April 1, 1998, the Dreco, Inc. Employees' 401(k) Plan was merged into the Plan as a result of the Dreco Energy Service Ltd. acquisition occurring in 1997. Approximately \$3.2 million in assets was transferred into the Plan related to the Dreco, Inc. Employees' 401(k) Plan.

Effective April 1, 1998, the PEP, Inc. Employee Profit Sharing/401(k) Plan merged into the Plan as a result of the PEP, Inc. acquisition occurring in 1997. Approximately \$1.6 million in assets was transferred into the Plan related to the PEP, Inc. Employee Profit Sharing/401(k) Plan.

Effective October 1, 1998, the Phoenix Energy Products 401(k)/Profit Sharing Plan was merged into the Plan as a result of the Phoenix Energy Products, Inc. acquisition occurring in June 1998. Approximately \$5.5 million in assets was transferred into the plan related to the Phoenix Energy Products 401(k)/Profit Sharing Plan.

## 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.

## National-Oilwell retirement and Thrift Plan

## Notes to Financial Statements (continued)

## 2. SIGNIFICANT ACCOUNTING POLICIES

## BASIS OF ACCOUNTING

The financial statements of the Plan have been prepared using the accrual method of accounting. Benefit payments to participants are recorded upon distribution.

## 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. The investment contracts with insurance companies included in the Fixed Income Fund and Stable Value Fund 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. The fair value of the participation units owned by the Plan in the pooled separate account included in the Equity Fund is based on quoted redemption value on the last business day of the Plan year. Participant loans are stated at cost, which approximates fair value.

USE OF ESTIMATES

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

3. INVESTMENT CONTRACTS WITH INSURANCE COMPANIES

The Company currently holds 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 CIGNA or New York Life contracts are subject to certain penalties.

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National-Oilwell Retirement and Thrift Plan

Notes to Financial Statements (continued)

3. INVESTMENT CONTRACTS WITH INSURANCE COMPANIES (CONTINUED)

The contract values at December 31, 1998 and 1997 are as follows:

	DECEMBER 31	
	1998	1997
	-----	-----
CIGNA	\$ 5,655,553	\$ 5,573,969
New York Life	3,757,001	3,702,547
Met Life	--	5,937,626
Kentucky Commonwealth	4,315,492	4,249,884
	=====	=====
	\$13,728,046	\$19,464,026
	=====	=====

The insurance companies maintain deposits in funds to which interest is added. The rates in effect for the years ended December 31, 1998 and 1997 are as follows:

	YEAR ENDED DECEMBER 31		MATURITY
	1998	1997	DATE
	-----	-----	-----
CIGNA	6.07%	6.07%	December 31, 1999
New York Life	6.10%	6.10%	December 31, 1999
Met Life	8.22%	8.22%	December 31, 1998
Kentucky Commonwealth	6.41%	6.41%	January 2, 2001

All rates are fixed through maturity.

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National-Oilwell Retirement and Thrift Plan

Notes to Financial Statements (continued)

4. CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS WITH FUND INFORMATION

	NET ASSETS AVAILABLE FOR BENEFITS AT DECEMBER 31 1997	EMPLOYER CONTRIBUTIONS	PARTICIPANT CONTRIBUTIONS AND ROLLOVERS	INTEREST AND DIVIDENDS	NET APPRECIATION (DEPRECIATION) IN FAIR VALUE OF INVESTMENTS
Participant Directed:					
Fixed Income Fund	\$ 27,902,549	\$ 152,361	\$ 180,668	\$ 355,101	\$ 63,232
Equity Fund	13,044,526	53,204	78,388	3,676	1,511,341
Balanced Fund	5,035,110	29,965	47,812	106,506	216,313
International Fund	4,585,969	28,970	44,553	938	554,531
Index Fund	6,104,199	47,383	81,075	31,368	769,304
Stable Value Fund	--	558,158	533,312	256,661	1,069,351
IDS Bond Fund	--	96,965	192,012	64,793	(31,288)
AET Equity Index II Fund	--	265,067	498,781	12,551	830,645
AIM Balanced Fund	--	132,845	279,477	52,272	122,990
IDS Blue Chip Advantage Fund	--	197,787	331,480	193,016	225,453
Janus Worldwide Fund	--	132,161	236,155	298,905	25,816
Barron Asset Fund	--	229,053	379,656	(7,121)	117,323
IDS Growth Fund	--	235,977	481,319	970,442	189,922
National-Oilwell Stock Fund	--	161,290	299,561	779	(241,613)
Participant loans	1,130,431	--	--	144,556	--
Non-Participant Directed:					
Armco Stock Fund	219,279	--	--	11	(24,405)
Other	--	1,334,538	484,204	70,283	--
	\$ 58,022,063	\$ 3,655,724	\$ 4,148,453	\$ 2,554,737	\$ 5,398,915

	BENEFIT PAYMENTS	ADMINISTRATIVE EXPENSES	INTERFUND TRANSFERS	TRANSFERS FROM OTHER QUALIFIED PLANS	NET ASSETS AVAILABLE FOR BENEFITS AT DECEMBER 31 1998
Participant Directed:					
Fixed Income Fund	\$ (654,014)	\$ (38,626)	\$ (441,139)	\$ (27,520,132)	\$ --
Equity Fund	(430,942)	(20,430)	(368,801)	(13,870,962)	--
Balanced Fund	(143,849)	(1,856)	146,116	(5,436,117)	--
International Fund	(106,912)	(1,954)	(219,267)	(4,886,828)	--
Index Fund	(54,998)	(2,343)	838,292	(7,814,280)	--
Stable Value Fund	(3,466,887)	(25,806)	(446,647)	30,358,261	28,836,403
IDS Bond Fund	(47,627)	(1,392)	378,478	998,567	1,650,508
AET Equity Index II Fund	(520,704)	(7,190)	(622,148)	7,841,446	8,298,448
AIM Balanced Fund	(480,983)	(5,518)	(436,111)	6,670,499	6,335,471
IDS Blue Chip Advantage Fund	(28,566)	(1,108)	290,848	1,424,760	2,633,670
Janus Worldwide Fund	(363,939)	(4,965)	(14,053)	5,263,981	5,574,061
Barron Asset Fund	(27,233)	(827)	701,303	163,655	1,555,809
IDS Growth Fund	(952,372)	(13,141)	(1,645,038)	16,955,289	16,222,398
National-Oilwell Stock Fund	(37,089)	(889)	1,577,112	7,871	1,767,022
Participant loans	(254,912)	--	333,492	561,787	1,915,354
Non-Participant Directed:					
Armco Stock Fund	(10,424)	(84)	(70,434)	26,905	140,848
Other	--	(2,114)	(2,003)	(378,712)	1,506,196
	\$ (7,581,451)	\$ (128,243)	\$ --	\$ 10,365,990	\$ 76,436,188

See accompanying notes.

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National-Oilwell Retirement and Thrift Plan

Notes to Financial Statements (continued)

5. RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following is a reconciliation of net assets available for benefits per the financial statements to Form 5500:

	DECEMBER 31 1997 -----
Net assets available for benefits per financial statements	\$58,022,063
Amounts allocated to withdrawing participants	115,729 -----
Net assets available for benefits per Form 5500	\$57,906,334 =====

The following is a reconciliation of benefits paid to participants per the financial statements to Form 5500:

	YEAR ENDED DECEMBER 31 1998 -----
Benefits paid to participants per the financial statements	\$ 7,581,451
Less amounts allocated to withdrawing participants at beginning of year	(111,729) -----
Benefits paid to participants per Form 5500	\$ 7,469,722 =====

Amounts allocated to withdrawing participants are recorded on Form 5500 for benefit claims that have been processed and approved for payment prior to December 31, but which have not yet been paid as of that date.

6. 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 Benefit Plan Administrative Committee believes the Plan is being operated in compliance with the applicable requirements of the IRC and, therefore, believes that the Plan is qualified and the related trust is tax exempt.

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National-Oilwell Retirement and Thrift Plan  
Notes to Financial Statements (continued)

7. YEAR 2000 ISSUE (UNAUDITED)

The Company has determined that it will be necessary to take certain steps in order to ensure that the Plan's information systems are prepared to handle year 2000 dates. The Company is taking a two phase approach. The first phase addresses internal systems that must be modified or replaced to function properly. Both internal and external resources are being utilized to replace or modify existing software applications, and test the software and equipment for the year 2000 modifications. The Company anticipates substantially completing this phase of the project by June 1999. Costs associated with modifying software and equipment are not estimated to be significant and will be paid by the Company.

For the second phase of the project, Plan management established formal communications with its third party service providers to determine that they have developed plans to address their own year 2000 problems as they relate to the Plan's operations. All third party service providers have indicated that they will be year 2000 compliant by mid 1999. If modification of data processing systems of either the Plan, the Company, or its service providers are not completed timely, the year 2000 problem could have a material impact on the operations of the Plan. However, the Plan's management is developing a contingency plan in case the systems are inoperable for an extended period.

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National-Oilwell Retirement and Thrift Plan

Item 27(a) - Schedule of Assets Held for Investment Purposes

December 31, 1998

EIN: 76-0211719 PN: 001

IDENTITY OF ISSUE, BORROWER, LESSOR, OR SIMILAR PARTY	DESCRIPTION OF INVESTMENT	COST	CURRENT VALUE
*Armco Inc.	Armco Inc. common stock	\$ 408,470	\$ 140,844
New York Life Insurance Company	Group Annuity Contract #GA 30498	3,757,001	3,757,001
Connecticut General Life Insurance Company	Guaranteed Investment Contract #25198	5,655,553	5,655,553
Kentucky Commonwealth Life Insurance Company	Group Annuity Contract #ADA00804FR	4,315,492	4,315,492
*American Express Trust Company	AET Money Market I Fund	62,237	62,237
*National-Oilwell, Inc.	National-Oilwell, Inc. common stock	1,649,463	1,682,007
*American Express Trust Company	AET Equity Index II Fund	7,461,593	8,333,986
*American Express Trust Company	IDS Bond Fund	1,673,019	1,650,508
*American Express Trust Company	AIM Balanced Fund	6,176,893	6,335,471
*American Express Trust Company	Barron Asset Fund	1,400,931	1,557,410
*American Express Trust Company	IDS Growth Fund	15,597,996	16,239,532
*American Express Trust Company	IDS Blue Chip Advantage Fund	2,264,546	2,633,670
*American Express Trust Company	Janus Worldwide Fund	5,255,328	5,574,061
*American Express Trust Company	AET Income II Fund	14,267,012	14,442,585
*Participant loans	Loans with various maturities and interest rates ranging from 7.24% to 11.0%	--	1,911,394
		\$ 69,945,534	\$ 74,291,751

\*Party-in-interest

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National-Oilwell Retirement and Thrift Plan

Item 27(d) - Schedule of Reportable Transactions

Year ended December 31, 1998

EIN: 76-0211719 PN: 001

IDENTITY OF PARTY INVOLVED	DESCRIPTION OF ASSET	PURCHASE PRICE	SELLING PRICE
CATEGORY (i) - INDIVIDUAL TRANSACTIONS IN EXCESS OF 5% OF PLAN ASSETS			
American Express Trust Company	Bank of America Short-Term Investment Fund		
	Sales:	\$ --	\$ 7,338,232
		--	5,329,730
		--	7,813,005
		--	13,867,452
		--	4,885,991
	Purchases:	5,328,730	--
		6,960,280	--
		6,906,173	--
		4,884,991	--
		7,812,005	--
American Express Trust Company	AET Equity Index II Fund Purchase	7,814,280	--

IDENTITY OF PARTY INVOLVED	DESCRIPTION OF ASSET	COST OF ASSET	CURRENT VALUE OF ASSET ON TRANSACTION DATE	NET GAIN (LOSS)
CATEGORY (i) - INDIVIDUAL TRANSACTIONS IN EXCESS OF 5% OF PLAN ASSETS				
American Express Trust Company	Bank of America Short-Term Investment Fund			
	Sales:	\$ 7,338,232	\$ 7,338,232	\$ --
		5,329,730	5,329,730	--
		7,813,005	7,813,005	--
		13,867,452	13,867,452	--
		4,885,991	4,885,991	--
	Purchases:	5,328,730	5,328,730	--
		6,960,280	6,960,280	--
		6,906,173	6,906,173	--
		4,884,991	4,884,991	--
		7,812,005	7,812,005	--
American Express Trust Company	AET Equity Index II Fund Purchase	7,814,280	7,814,280	--

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National-Oilwell Retirement and Thrift Plan

Item 27(d) - Schedule of Reportable Transactions (continued)

Year ended December 31, 1998

EIN: 76-0211719 PN: 001

IDENTITY OF PARTY INVOLVED	DESCRIPTION OF ASSET	PURCHASE PRICE	SELLING PRICE
CATEGORY (i) - INDIVIDUAL TRANSACTIONS IN EXCESS OF 5% OF PLAN ASSETS (CONTINUED)			
American Express Trust Company	AIM Balanced Fund Purchase	\$ 5,331,407	\$ --
American Express Trust Company	IDS Growth Fund Purchase	13,984,226	--
American Express Trust Company	Janus Worldwide Fund Purchase	4,886,828	--

American Express Trust Company	AET Income II Fund Purchases:	6,424,308	--
		7,338,232	--
American Express Trust Company	Metropolitan Life Insurance Company Group Annuity Contract #20096 Sale	--	6,054,416

IDENTITY OF PARTY INVOLVED	DESCRIPTION OF ASSET	COST OF ASSET	CURRENT VALUE OF ASSET ON TRANSACTION DATE	NET GAIN (LOSS)
CATEGORY (i) - INDIVIDUAL TRANSACTIONS IN EXCESS OF 5% OF PLAN ASSETS (CONTINUED)				
American Express Trust Company	AIM Balanced Fund Purchase	\$ 5,331,407	\$ 5,331,407	\$ --
American Express Trust Company	IDS Growth Fund Purchase	13,984,226	13,984,226	--
American Express Trust Company	Janus Worldwide Fund Purchase	4,886,828	4,886,828	--
American Express Trust Company	AET Income II Fund Purchases:	6,424,308	6,424,308	--
		7,338,232	7,338,232	--
American Express Trust Company	Metropolitan Life Insurance Company Group Annuity Contract #20096 Sale	6,054,416	6,054,416	--

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National-Oilwell Retirement and Thrift Plan

Item 27(d) - Schedule of Reportable Transactions (continued)

Year ended December 31, 1998

EIN: 76-0211719 PN: 001

IDENTITY OF PARTY INVOLVED	DESCRIPTION OF ASSET	PURCHASE PRICE	SELLING PRICE
CATEGORY (i) - INDIVIDUAL TRANSACTIONS IN EXCESS OF 5% OF PLAN ASSETS (CONTINUED)			
American Express Trust Company	AET Money Market I Fund Sale	\$ --	\$ 2,956,937
	Purchase	3,019,173	--
American Express Trust Company	Dodge & Cox Balanced Mutual Fund Sale	--	5,328,730
American Express Trust Company	Ivy International Mutual Fund Sale	--	4,884,991
American Express Trust Company	Vanguard S&P 500 Index Mutual Fund Sale	--	7,812,005

IDENTITY OF PARTY INVOLVED	DESCRIPTION OF ASSET	COST OF ASSET	CURRENT VALUE OF ASSET ON TRANSACTION DATE	NET GAIN (LOSS)
CATEGORY (i) - INDIVIDUAL TRANSACTIONS IN EXCESS OF 5% OF PLAN ASSETS (CONTINUED)				
American Express Trust Company	AET Money Market I Fund Sale	\$ 2,956,937	\$ 2,956,937	\$ --
	Purchase	3,019,173	3,019,173	--
American Express Trust Company	Dodge & Cox Balanced Mutual Fund Sale	4,511,873	5,328,730	816,857
American Express Trust Company	Ivy International Mutual Fund Sale	3,485,061	4,884,991	1,399,930
American Express Trust Company	Vanguard S&P 500 Index Mutual Fund Sale	5,814,031	7,812,005	1,997,974

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## National-Oilwell Retirement and Thrift Plan

## Item 27(d) - Schedule of Reportable Transactions (continued)

Year ended December 31, 1998

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IDENTITY OF PARTY INVOLVED	DESCRIPTION OF ASSET	PURCHASE PRICE	SELLING PRICE
CATEGORY (iii) - SERIES OF TRANSACTIONS IN EXCESS OF 5% OF PLAN ASSETS			
American Express Trust Company	Equitable Life Assurance Society - Diversified Common Stock Fund Sales:	\$ --	\$ 6,960,280
		--	6,906,173
American Express Trust Company	Bank of America Short-Term Investment Fund Sales	--	44,787,322
	Purchases	36,952,135	--
American Express Trust Company	Vanguard S&P 500 Index Mutual Fund Sales	--	7,839,262
	Purchases	1,156,874	--
American Express Trust Company	Dodge & Cox Balanced Mutual Fund Sales	--	5,351,979
	Purchases	249,777	--

IDENTITY OF PARTY INVOLVED	DESCRIPTION OF ASSET	COST OF ASSET	CURRENT VALUE OF ASSET ON TRANSACTION DATE	NET GAIN (LOSS)
CATEGORY (iii) - SERIES OF TRANSACTIONS IN EXCESS OF 5% OF PLAN ASSETS				
American Express Trust Company	Equitable Life Assurance Society - Diversified Common Stock Fund Sales:	\$ 1,920,094	\$ 6,960,280	\$ 5,040,186
		1,920,094	6,906,173	4,986,079
American Express Trust Company	Bank of America Short-Term Investment Fund Sales	44,787,322	44,787,322	--
	Purchases	36,952,135	36,952,135	--
American Express Trust Company	Vanguard S&P 500 Index Mutual Fund Sales	5,834,411	7,839,262	2,004,851
	Purchases	1,156,874	1,156,874	--
American Express Trust Company	Dodge & Cox Balanced Mutual Fund Sales	4,531,830	5,351,979	820,149
	Purchases	249,777	249,777	--

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## National-Oilwell Retirement and Thrift Plan

## Item 27(d) - Schedule of Reportable Transactions (continued)

Year ended December 31, 1998

IDENTITY OF PARTY INVOLVED	DESCRIPTION OF ASSET	PURCHASE PRICE	SELLING PRICE
CATEGORY (iii) - SERIES OF TRANSACTIONS IN EXCESS OF 5% OF PLAN ASSETS (CONTINUED)			
American Express Trust Company	Ivy International Mutual Fund		
	Sales	\$ --	\$ 5,209,957
	Purchases	138,507	--
American Express Trust Company	The Equitable Life Assurance Society Diversified Common Stock Fund		
	Sales	--	14,652,373
	Purchases	83,775	--
American Express Trust Company	AET Equity Index II Fund		
	Sales	--	2,214,255
	Purchases	9,693,868	--
American Express Trust Company	IDS Bond Fund		
	Sales	--	916,660
	Purchases	2,609,832	--

IDENTITY OF PARTY INVOLVED	DESCRIPTION OF ASSET	COST OF ASSET	CURRENT VALUE OF ASSET ON TRANSACTION DATE	NET GAIN (LOSS)
CATEGORY (iii) - SERIES OF TRANSACTIONS IN EXCESS OF 5% OF PLAN ASSETS (CONTINUED)				
American Express Trust Company	Ivy International Mutual Fund			
	Sales	\$ 3,722,832	\$ 5,209,957	\$ 1,487,125
	Purchases	138,507	138,507	--
American Express Trust Company	The Equitable Life Assurance Society Diversified Common Stock Fund			
	Sales	4,564,392	14,652,373	10,087,981
	Purchases	83,775	83,775	--
American Express Trust Company	AET Equity Index II Fund			
	Sales	2,232,275	2,214,255	(18,020)
	Purchases	9,693,868	9,693,868	--
American Express Trust Company	IDS Bond Fund			
	Sales	936,813	916,660	(20,153)
	Purchases	2,609,832	2,609,832	--

National-Oilwell Retirement and Thrift Plan

Item 27(d) - Schedule of Reportable Transactions (continued)

Year ended December 31, 1998

IDENTITY OF PARTY INVOLVED	DESCRIPTION OF ASSET	PURCHASE PRICE	SELLING PRICE
CATEGORY (iii) - SERIES OF TRANSACTIONS IN EXCESS OF 5% OF PLAN ASSETS (CONTINUED)			
American Express Trust Company	AIM Balanced Fund		
	Sales	\$ --	\$ 1,525,261
	Purchases	7,810,312	--
American Express Trust Company	Barron Asset Fund		
	Sales	--	267,839
	Purchases	1,716,243	--
American Express Trust Company	IDS Blue Chip Advantage Fund		
	Sales	--	270,813
	Purchases	2,535,381	--

IDENTITY OF PARTY INVOLVED	DESCRIPTION OF ASSET	COST OF ASSET	CURRENT VALUE OF ASSET ON TRANSACTION DATE	NET GAIN (LOSS)
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CATEGORY (iii) - SERIES OF TRANSACTIONS IN EXCESS OF 5% OF PLAN ASSETS (CONTINUED)				
American Express Trust Company	AIM Balanced Fund			
	Sales	\$ 1,633,419	\$ 1,525,261	\$ (108,158)
	Purchases	7,810,312	7,810,312	--
American Express Trust Company	Barron Asset Fund			
	Sales	315,312	267,839	(47,473)
	Purchases	1,716,243	1,716,243	--
American Express Trust Company	IDS Blue Chip Advantage Fund			
	Sales	270,835	270,813	(22)
	Purchases	2,535,381	2,535,381	--

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National-Oilwell Retirement and Thrift Plan

Item 27(d) - Schedule of Reportable Transactions (continued)

Year ended December 31, 1998

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IDENTITY OF PARTY INVOLVED	DESCRIPTION OF ASSET	PURCHASE PRICE	SELLING PRICE
CATEGORY (iii) - SERIES OF TRANSACTIONS IN EXCESS OF 5% OF PLAN ASSETS (CONTINUED)			
American Express Trust Company	IDS Growth Fund		
	Sales	\$ --	\$ 2,786,966
	Purchases	18,567,013	--
American Express Trust Company	Janus Worldwide Fund		
	Sales	--	1,169,010
	Purchases	6,436,433	--
American Express Trust Company	AET Income II Fund		
	Sales	--	14,035,807
	Purchases	28,076,012	--
American Express Trust Company	Metropolitan Life Insurance Company Group Annuity Contract # 20096		
	Sales	--	6,054,416
	Purchases	116,790	--

IDENTITY OF PARTY INVOLVED	DESCRIPTION OF ASSET	COST OF ASSET	CURRENT VALUE OF ASSET ON TRANSACTION DATE	NET GAIN (LOSS)
CATEGORY (iii) - SERIES OF TRANSACTIONS IN EXCESS OF 5% OF PLAN ASSETS (CONTINUED)				
American Express Trust Company	IDS Growth Fund			
	Sales	\$ 2,969,017	\$ 2,786,966	\$ 182,051
	Purchases	18,567,013	18,567,013	--
American Express Trust Company	Janus Worldwide Fund			
	Sales	1,181,105	1,169,010	(12,095)
	Purchases	6,436,433	6,436,433	--
American Express Trust Company	AET Income II Fund			
	Sales	13,809,000	14,035,807	226,807
	Purchases	28,076,012	28,076,012	--
American Express Trust Company	Metropolitan Life Insurance Company Group Annuity Contract # 20096			
	Sales	6,054,416	6,054,416	--
	Purchases	116,790	116,790	--

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National-Oilwell Retirement and Thrift Plan

Item 27(d) - Schedule of Reportable Transactions (continued)

Year ended December 31, 1998

EIN: 76-0211719 PN: 001

IDENTITY OF PARTY INVOLVED	DESCRIPTION OF ASSET	PURCHASE PRICE	SELLING PRICE
CATEGORY (iii) - SERIES OF TRANSACTIONS IN EXCESS OF 5% OF PLAN ASSETS (CONTINUED)			
American Express Trust Company	AET Money Market I Fund		
	Sales	\$ --	\$ 2,956,936
	Purchases	3,019,173	--
National Oilwell, Inc.	National Oilwell, Inc. common stock		
	Sales	--	366,294
	Purchases	2,308,542	--

IDENTITY OF PARTY INVOLVED	DESCRIPTION OF ASSET	COST OF ASSET	CURRENT VALUE OF ASSET ON TRANSACTION DATE	NET GAIN (LOSS)
CATEGORY (iii) - SERIES OF TRANSACTIONS IN EXCESS OF 5% OF PLAN ASSETS (CONTINUED)				
American Express Trust Company	AET Money Market I Fund			
	Sales	\$ 2,956,936	\$ 2,956,936	\$ --
	Purchases	3,019,173	3,019,173	--
National Oilwell, Inc.	National Oilwell, Inc. common stock			
	Sales	659,079	366,294	(292,785)
	Purchases	2,308,542	2,308,542	--