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NATIONAL OILWELL INC Form 8-K April 28, 2004

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: April 28, 2004 (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 12. RESULTS OF OPERATIONS AND FINANCIAL CONDITION

On April 28, 2004 National-Oilwell, Inc. issued a press release containing earnings information for the three months ended March 31, 2004. A copy of the press release is furnished as Exhibit 99.1 hereto and is incorporated herein by reference.

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.

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Date: April 28, 2004 /s/ Steven W. Krablin

Steven W. Krablin

Senior Vice President and Chief Financial Officer

EXHIBIT INDEX

EXHIBIT NO. DESCRIPTION -----

99.1 Press Release dated April 28, 2004.