

Bayardo Jose A  
Form 4  
March 01, 2019

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
*See Instruction*  
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF  
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Bayardo Jose A

2. Issuer Name **and** Ticker or Trading  
Symbol  
NATIONAL OILWELL VARCO  
INC [NOV]

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)

7909 PARKWOOD CIRCLE  
DRIVE

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/27/2019

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_X\_\_ Officer (give title below) \_\_\_\_ Other (specify below)  
Senior VP and CFO

(Street)

4. If Amendment, Date Original  
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_X\_\_ Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting  
Person

HOUSTON, TX 77036

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|---------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|--------------------------------------------------------------------------------|
| Common<br>Stock                       | 02/27/2019                              |                                                             | A                                       | (A)<br>or<br>(D)<br>Amount<br>(1)<br>48,498                         | \$ 0                                                                                                               | 167,196                                                              | D                                                                              |
| Common<br>Stock                       | 02/27/2019                              |                                                             | F                                       | (2)<br>19,084                                                       | \$<br>28.72                                                                                                        | 148,112                                                              | D                                                                              |
| Common<br>Stock                       | 02/27/2019                              |                                                             | A                                       | (3)<br>31,337                                                       | \$ 0                                                                                                               | 179,449                                                              | D                                                                              |
| Common<br>Stock                       | 02/28/2019                              |                                                             | F                                       | (4)<br>3,701                                                        | \$<br>28.14                                                                                                        | 175,748                                                              | D                                                                              |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount<br>Underlying Security<br>(Instr. 3 and 4) | 8. Amount or Number of Shares |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|----------------------------------------------------------------|-------------------------------|
| Non-Qualified<br>Stock Option<br>(right to buy)     | \$ 28.72                                                           | 02/27/2019                              |                                                             | A                                    | 98,901                                                                                                       | <u>(5)</u> 02/28/2029                                          | Common<br>Stock                                                | 98,901                        |

## Reporting Owners

| Reporting Owner Name / Address                                    | Relationships |           |                   |       |
|-------------------------------------------------------------------|---------------|-----------|-------------------|-------|
|                                                                   | Director      | 10% Owner | Officer           | Other |
| Bayardo Jose A<br>7909 PARKWOOD CIRCLE DRIVE<br>HOUSTON, TX 77036 |               |           | Senior VP and CFO |       |

## Signatures

By: Brigitte M. Hunt For: Jose A.  
Bayardo 03/01/2019

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Represents the total number of shares that vested from the performance share awards granted to Mr. Bayardo on February 24, 2016.
- (2) Represents the number of shares withheld from the vesting of the performance share awards granted to Mr. Bayardo on February 24, 2016 to satisfy tax withholding liability.
- (3) An equity award of time-based restricted stock pursuant to the Issuer's 2018 Long-Term Incentive Plan, which will vest in three equal annual installments commencing on the first anniversary of the date of the grant.
- (4) Represents the number of shares withheld from the vesting of time-based restricted stock (granted on February 28, 2018) to satisfy tax withholding liability.
- (5) The option, awarded pursuant to the Issuer's 2018 Long-Term Incentive Plan, representing a right to purchase a total of 98,901 shares, will become exercisable in three equal annual installments beginning on February 27, 2020, which will be the first anniversary of the date

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on which the option was granted.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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