

WILLIAMS CLAY C  
Form 4  
March 01, 2019

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**WILLIAMS CLAY C**

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  
 Officer (give title below)  Other (specify below)  
**Chairman, President and CEO**

(Street)  
**HOUSTON, TX 77036**

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

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

(City) (State) (Zip)

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

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |   |
| Common Stock                    | 02/27/2019                           |  | A                              | 149,406 (1)   | \$ 0  | 475,859  | D   |
| Common Stock                    | 02/27/2019                           |  | F                              | 58,792 (2)  | \$ 28.72  | 417,067  | D   |
| Common Stock                    | 02/27/2019                           |  | A                              | 99,234 (3)  | \$ 0  | 516,301  | D   |
| Common Stock                    | 02/28/2019                           |  | F                              | 11,719 (4)  | \$ 28.14  | 504,582  | D   |
| Common Stock                    |                                      |  |                                |   |   | 30,000   | I by Children's                                       |

|              |                   |   |                                    |
|--------------|-------------------|---|------------------------------------|
| Common Stock | 42 <sup>(5)</sup> | I | Trusts<br>by NOV<br>Saving<br>Plan |
|--------------|-------------------|---|------------------------------------|

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

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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 Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|---------------------|---|--|---|
|  |  |                                      |  | Code                | V (A) (D)   | Date Exercisable Expiration Date                         | Title   |
| Non-Qualified Stock Option (right to buy)  | \$ 28.72   | 02/27/2019                           |  | A                   | 313,187   | <sup>(6)</sup> 02/28/2029                                | Common Stock  |

## Reporting Owners

| Reporting Owner Name / Address                                     | Relationships |           |                             |       |
|--|---------------|-----------|-----------------------------|-------|
|  | Director      | 10% Owner | Officer                     | Other |
| WILLIAMS CLAY C<br>7909 PARKWOOD CIRCLE DRIVE<br>HOUSTON, TX 77036 | X             |           | Chairman, President and CEO |       |

## Signatures

By: Brigitte M. Hunt For: Clay C. Williams 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. Williams on February 24, 2016.
- (2) Represents the number of shares withheld from the vesting of the performance share awards granted to Mr. Williams on February 24, 2016 to satisfy tax withholding liability.

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- (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) Represents the number of shares equivalent of the Issuer's common stock held by Mr. Williams under the National Oilwell Varco, Inc. Supplemental Savings Plan. The information in this report is based on Mr. Williams' account balance as of February 27, 2019.  
The option, awarded pursuant to the Issuer's 2018 Long-Term Incentive Plan, representing a right to purchase a total of 313,187 shares,
- (6) will become exercisable in three equal annual installments beginning on February 27, 2020, which will be the first anniversary of the date 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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