



M. Gay Mather
Corporate Secretary

0922

National-Oilwell, Inc.
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By Federal Express

August 12, 2002

RECEIVED
OFFICE OF THE SECRETARY
AUG 13 2002

Mr. Jonathan G. Katz
Secretary
Securities and Exchange Commission
450 Fifth Street, N.W.
Washington, D.C. 20549

RE: **National-Oilwell, Inc.
Sworn Statements Pursuant to Section 21(a)(1)
of the Securities Exchange Act of 1934**

Dear Mr. Katz:

Please find enclosed, pursuant to the Commission's Order Requiring the Filing of Sworn Statements Pursuant to Section 21(a)(1) of the Securities Exchange Act of 1934 (SEC File No. 4 - 460), the sworn statements of Merrill A. Miller, Jr. and Steven W. Krablin, the principal executive officer and principal financial officer, respectively, of National-Oilwell, Inc.

Please acknowledge receipt of this letter and the enclosed statements by stamping and returning the enclosed copy of this letter in the stamped envelope provided.

Sincerely,

M. Gay Mather
Secretary

enclosures

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National-Oilwell, Inc.

**Statement Under Oath of Principal Financial Officer
Regarding Facts and Circumstances Relating to Exchange Act Filings**

I, Steven W. Krablin, principal financial officer of National-Oilwell, Inc., state and attest that:

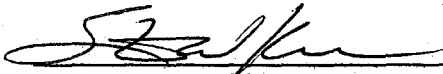
(1) To the best of my knowledge, based upon a review of the covered reports of National-Oilwell, Inc., and, except as corrected or supplemented in a subsequent covered report:

- no covered report contained an untrue statement of a material fact as of the end of the period covered by such report (or in the case of a report on Form 8-K or definitive proxy materials, as of the date on which it was filed); and
- no covered report omitted to state a material fact necessary to make the statements in the covered report, in light of the circumstances under which they were made, not misleading as of the end of the period covered by such report (or in the case of a report on Form 8-K or definitive proxy materials, as of the date on which it was filed).

(2) I have reviewed the contents of this statement with the National-Oilwell, Inc.'s audit committee.

(3) In this statement under oath, each of the following, if filed on or before the date of this statement, is a "covered report":

- Annual Report on Form 10-K for the year ended December 31, 2001 of National-Oilwell, Inc., as filed with the Commission;
- all reports on Form 10-Q, all reports on Form 8-K and all definitive proxy materials of National-Oilwell, Inc. filed with the Commission subsequent to the filing of the Form 10-K identified above; and
- any amendments to any of the foregoing.

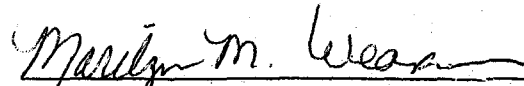


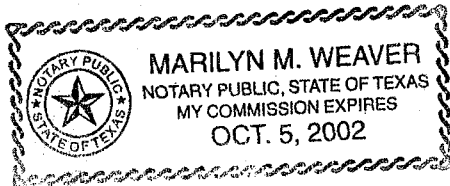
Steven W. Krablin
Principal Financial Officer
National-Oilwell, Inc.

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AUG 13 2002

Subscribed and sworn to
before me this 12th day of
August 2002.

Date: August 12, 2002


Notary Public



My Commission Expires: