

# SECURITIES AND EXCHANGE COMMISSION

## FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2004-05-18** | Period of Report: **2004-05-14**  
SEC Accession No. **0001256526-04-000012**

([HTML Version](#) on [secdatabase.com](#))

### REPORTING OWNER

#### SCF II LP

CIK: **1256526** | State of Incorporation: **DE** | Fiscal Year End: **1231**  
Type: **4** | Act: **34** | File No.: **001-13309** | Film No.: **04816290**

Mailing Address  
600 TRAVIS STE 6600  
C/O SCF PARTNERS  
HOUSTON TX 77002

### ISSUER

#### VARCO INTERNATIONAL INC /DE/

CIK: **860097** | IRS No.: **760252850** | State of Incorporation: **DE** | Fiscal Year End: **1231**  
SIC: **1389** Oil & gas field services, nec

Mailing Address  
2000 WEST SAM HOUSTON  
PARKWAY SOUTH  
SUITE 1700  
HOUSTON TX 77042

Business Address  
2000 WEST SAM HOUSTON  
PARKWAY SOUTH  
SUITE 1700  
HOUSTON TX 77042  
2819532200

# FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

### OMB APPROVAL

OMB Number: 3235-0287  
 Expires: 02/28/2011  
 Estimated average burden  
 hours per response 0.5

### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person <b>SCF III LP</b>			2. Issuer Name and Ticker or Trading Symbol <b>VARCO INTERNATIONAL INC /DE/ [VRC]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) <b>Member of Group</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>05/14/2004</b>			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person		
600 TRAVIS STE 6600, C/O SCF PARTNERS			4. If Amendment, Date Original Filed(Month/Day/Year)					
(Street) <b>HOUSTON, TX 77002</b>								
(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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, par value \$0.01	05/14/2004		S		4,897	D	\$20.23	2,289,250	I	By SCF-III, L.P.
Common Stock, par value \$0.01	05/17/2004		S		28,100	D	\$20.24	2,261,150	I	By SCF-III, L.P.

**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 (Instr. 8)		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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

#### Remarks:

The reporting person is the sole general partner of SCF-III, L.P., a Delaware limited partnership ("SCF-III"). As the sole general partner of SCF-III, the reporting person may be deemed to beneficially own the shares of common stock of the Issuer beneficially owned by SCF-III.

#### Signatures

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

\* 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).

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

**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 Number.**