

NATIONAL SEMICONDUCTOR CORP

Form 4

January 08, 2009

**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

OMB  
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2005  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**RELATIONAL INVESTORS LLC**

2. Issuer Name **and** Ticker or Trading  
Symbol  
**NATIONAL SEMICONDUCTOR  
CORP [NSM]**

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)  
**12400 HIGH BLUFF DRIVE,  
SUITE 600**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**01/06/2009**

\_\_\_\_ Director \_\_\_\_X\_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

(Street)  
**SAN DIEGO, CA 92130**

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

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_ Form filed by One Reporting Person  
\_\_X\_\_ 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)
			Code	V	Amount	(A) or (D) Price			
Common Stock	01/06/2009		S		1,000,000	D \$ <u>11.26</u> <sup>(1)</sup>	26,731,618	I	Through Limited Partnerships and managed accounts managed by reporting persons <sup>(2)</sup> <sup>(3)</sup>
Common Stock	01/07/2009		S		850,000	D \$ 10.6 <sup>(1)</sup>	25,881,618	I	Through Limited

Through  
Limited  
Partnerships  
and  
managed  
accounts  
managed by  
reporting  
persons (2) (3)

Through  
Limited

Common Stock	01/08/2009	S	750,000	D	\$ 10.32 (1)	25,131,618	I
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Partnerships  
and  
managed  
accounts  
managed by  
reporting  
persons <sup>(2)</sup> <sup>(3)</sup>Through  
Limited  
Partnerships  
and  
managed  
accounts  
managed by  
reporting  
persons <sup>(2)</sup> <sup>(3)</sup>

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 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 Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Report Transaction (Instr. 6)
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Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Code V (A) (D)			

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director	10% Owner	Officer	Other
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RELATIONAL INVESTORS LLC  
12400 HIGH BLUFF DRIVE, SUITE 600  
SAN DIEGO, CA 92130

X

WHITWORTH RALPH V  
12400 HIGH BLUFF DRIVE, SUITE 600 X  
SAN DIEGO, CA 92130

BATCHELDER DAVID H  
12400 HIGH BLUFF DRIVE, SUITE 600 X  
SAN DIEGO, CA 92130

## Signatures

Relational Investors LLC By: /s/ Ralph V. Whitworth, 01/08/2009  
Principal

\_\_Signature of Reporting Person

Date

/s/ Ralph V. Whitworth 01/08/2009

\_\_Signature of Reporting Person

Date

/s/ David H. Batchelder 01/08/2009

\_\_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 average price for transactions for the relevant transaction date.

Relational Investors, LLC, is the sole general partner of Relational Investors, L.P., Relational Fund Partners, L.P., Relational Coast Partners, L.P., Relational Partners, L.P., RH Fund 1, L.P., RH Fund 4, L.P., RH Fund 6, L.P., RH Fund 7, L.P., Relational Investors VIII, L.P., Relational Investors IX, L.P., Relational Investors XV, L.P., Relational Investors XVI, L.P. and the sole managing member of Relational Asset Management LLC and Relational Investors X GP LLC which serve as the sole general partners of Relational Investors III, L.P. and Relational Investors X, L.P., respectively.

(3) These Limited Partnerships own a total of 21,517,558 shares. An additional 3,614,060 shares are held in accounts managed by Relational Investors, LLC. All shares are owned indirectly by Relational Investors, LLC, and by Ralph V. Whitworth and David H. Batchelder (each of which is a reporting person hereunder), principals of Relational Investors, LLC. The reporting persons disclaim beneficial ownership of these securities except to the extent of their pecuniary interest therein.

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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