

NATIONAL SEMICONDUCTOR CORP  
 Form 4  
 April 13, 2005

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
 CLARK JOHN M

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)

3. Date of Earliest Transaction (Month/Day/Year)  
 04/12/2005

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 Senior Vice President,

STOCK ADMINISTRATION,  
 MAIL STOP C1-640, 2900  
 SEMICONDUCTOR DR.

(Street)

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

SANTA CLARA, CA 95051

(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	04/12/2005		M		14,800	A	\$ 11.625
Common Stock	04/12/2005		S		14,800	D	\$ 19.74
Common Stock	04/12/2005		M		4,200	A	\$ 11.625
Common Stock	04/12/2005		S		4,200	D	\$ 19.73
							868
						I	by Spouse

Common  
Stock

Common Stock 3,475.453 I by Trust

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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Employee Stock Option with tandem tax withholding right	\$ 11.63	04/12/2005		M	14,800	07/15/2004 <sup>(1)</sup> 07/15/2009	Common Stock 14
Employee Stock Option with tandem tax withholding right	\$ 11.63	04/12/2005		M	4,200	07/15/2004 <sup>(1)</sup> 07/15/2009	Common Stock 4

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

CLARK JOHN M  
STOCK ADMINISTRATION, MAIL STOP C1-640  
2900 SEMICONDUCTOR DR.  
SANTA CLARA, CA 95051

Senior Vice President,

## Signatures

By: Susan Schmidt, Attorney-in-Fact For: John M.  
Clark

04/13/2005

\_\_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) The stock option became exercisable 25% on July 15, 2004, and then 1/48th per month for the following 36 months.

### Remarks:

The nature of the indirect beneficial ownership shown in item 7 on Table 1 is shares allocated and held by the Profit Sharing P

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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