

NATIONAL SEMICONDUCTOR CORP  
 Form 4  
 July 25, 2005

**FORM 4**

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

OMB APPROVAL

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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

(Last) (First) (Middle)

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

(Street)

SANTA CLARA, CA 95051

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 07/22/2005

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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

**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	07/22/2005		M	A	\$ 7,600 11.625	39,242	D
Common Stock	07/22/2005		S	D	\$ 7,600 24.03	31,642	D
Common Stock	07/22/2005		M	A	\$ 8,800 11.625	40,442	D
Common Stock	07/22/2005		S	D	\$ 8,800 24.09	31,642	D
	07/22/2005		M	A	600	32,242	D



right

## 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  
07/25/2005

\_\_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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