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NATIONAL SEMICONDUCTOR CORP

Form 4 July 25, 2005

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

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if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

Check this box

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 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 2. Issuer Name and Ticker or Trading **CLARK JOHN M** Issuer Symbol NATIONAL SEMICONDUCTOR CORP [NSM] (Last) (First) (Middle) 3. Date of Earliest Transaction Director

5. Relationship of Reporting Person(s) to

(Check all applicable)

STOCK ADMINISTRATION, MAIL STOP C1-640, 2900

(Month/Day/Year) 07/22/2005

10% Owner X_ Officer (give title Other (specify

below) Senior Vice President,

SEMICONDUCTOR DR. (Street)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

SANTA CLARA, CA 95051

(City)	(State)	(Zip) Tabl	e I - Non-I	Derivative	Secui	rities Acqu	ired, Disposed of	, or Beneficiall	y 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. Securi on(A) or D (Instr. 3,	ispose	d of (D)	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)
Common Stock	07/22/2005		M	7,600	A	\$ 11.625	39,242	D	
Common Stock	07/22/2005		S	7,600	D	\$ 24.03	31,642	D	
Common Stock	07/22/2005		M	8,800	A	\$ 11.625	40,442	D	
Common Stock	07/22/2005		S	8,800	D	\$ 24.09	31,642	D	
	07/22/2005		M	600	A		32,242	D	

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Common Stock					\$ 11.625			
Common Stock	07/22/2005	S	600	D	\$ 24.11	31,642	D	
Common Stock						868	I	by Spouse
Common Stock						3,475.453	I	by Trust

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

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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. Transactic Code (Instr. 8)	5. Number on 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 Amour Underlying Securit (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amo or Num of Share
Employee Stock Option with tandem tax withholding right	\$ 11.63	07/22/2005		M	7,600	07/15/2004(1)	07/15/2009	Common Stock	7,6
Employee Stock Option with tandem tax withholding right	\$ 11.63	07/22/2005		M	8,800	07/15/2004(1)	07/15/2009	Common Stock	8,8
Employee Stock Option with tandem tax withholding	\$ 11.63	07/22/2005		M	600	07/15/2004(1)	07/15/2009	Common Stock	60

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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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