

MAIDIQUE MODESTO A  
Form 4  
December 17, 2009

**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 \*  
MAIDIQUE MODESTO A

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)  
12/15/2009

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

STOCK ADMINISTRATION,  
MAIL STOP C-1640, 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		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 Ownership (Instr. 4)
			Code	V	Amount	Price			
Common Stock <sup>(1)</sup>	12/15/2009		S		5,000	D	\$ 14.75	65,024	D
Common Stock <sup>(1)</sup>	12/15/2009		S		3,000	D	\$ 14.84	62,024	D
Common Stock <sup>(1)</sup>	12/15/2009		S		200	D	\$ 14.8405	61,824	D
Common Stock <sup>(1)</sup>	12/15/2009		S		1,000	D	\$ 14.8406	60,824	D
	12/15/2009		S		700	D	\$ 14.841	60,124	D

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Common Stock <u>(1)</u>							
Common Stock <u>(1)</u>	12/15/2009	S	100	D	\$ 14.8411	60,024	D
Common Stock <u>(1)</u>	12/16/2009	S	3,500	D	\$ 14.98	56,524	D
Common Stock <u>(1)</u>	12/16/2009	S	300	D	\$ 14.9802	56,224	D
Common Stock <u>(1)</u>	12/16/2009	S	400	D	\$ 14.9806	55,824	D
Common Stock <u>(1)</u>	12/16/2009	S	200	D	\$ 14.9807	55,624	D
Common Stock <u>(1)</u>	12/16/2009	S	300	D	\$ 14.9812	55,324	D
Common Stock <u>(1)</u>	12/16/2009	S	200	D	\$ 14.9816	55,124	D
Common Stock <u>(1)</u>	12/16/2009	S	100	D	\$ 14.9817	55,024	D
Common Stock <u>(1)</u>	12/16/2009	S	2,500	D	\$ 15	52,524	D
Common Stock <u>(1)</u>	12/16/2009	S	100	D	\$ 15.0003	52,424	D
Common Stock <u>(1)</u>	12/16/2009	S	2,000	D	\$ 15.001	50,424	D
Common Stock <u>(1)</u>	12/16/2009	S	100	D	\$ 15.0011	50,324	D
Common Stock <u>(1)</u>	12/16/2009	S	300	D	\$ 15.0015	50,024	D

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	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. Nu Deriv Secur Bene Own Follo Repo
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Disposed  
of (D)  
(Instr. 3,  
4, and 5)

Trans  
(Instr

Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
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## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director    10% Owner    Officer    Other

MAIDIQUE MODESTO A  
STOCK ADMINISTRATION, MAIL STOP C-1640  
2900 SEMICONDUCTOR DR.  
SANTA CLARA, CA 95051

X

## Signatures

By: Rose Hoffman, Attorney-in-fact For: Modesto A.  
Maidique

12/17/2009

\_\_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) Shares issued pursuant to Company's Director Stock Plan.

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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