

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

FORM 10-K/A

X ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934

For the fiscal year ended May 29, 2005
OR

— TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934

For the transition period from to .
Commission File Number: 1-6453

NATIONAL SEMICONDUCTOR CORPORATION

(Exact name of registrant as specified in its charter)

DELAWARE
(State of incorporation)

95-2095071
(I.R.S. Employer Identification Number)

2900 SEMICONDUCTOR DRIVE, P.O. BOX 58090
SANTA CLARA, CALIFORNIA 95052-8090
(Address of principal executive offices)

Registrant's telephone number, including area code: (408) 721-5000

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of Each Class</u>	<u>Name of Each Exchange on Which Registered</u>
Common stock, par value \$0.50 per share	New York Stock Exchange Pacific Exchange
Preferred Stock Purchase Rights	New York Stock Exchange Pacific Exchange

Securities registered pursuant to Section 12(g) of the Act:

None
(Title of class)

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes . No .

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. []

Indicate by check mark whether the registrant is an accelerated filer (as defined in Rule 12b-2 of the Act). Yes . No .

The aggregate market value of voting stock held by non-affiliates of National as of November 26, 2004, was approximately \$4,971,570,964 based on the last reported sale price on that date. Shares of common stock held by each officer and director and by each person who owns 5 percent or more of the outstanding common stock have been excluded because these persons may be considered to be affiliates. This determination of affiliate status for purposes of this calculation is not necessarily a conclusive determination for other purposes.

The number of shares outstanding of the registrant's common stock, \$0.50 par value, as of July 22, 2005, was 345,741,784 shares.

DOCUMENTS INCORPORATED BY REFERENCE

<u>Document</u>	<u>Location in Form 10-K</u>
Portions of the Proxy Statement for the Annual Meeting of Stockholders to be held on or about September 30, 2005.	Part III

NATIONAL SEMICONDUCTOR CORPORATION

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ITEM 6. SELECTED FINANCIAL DATA

EXPLANATORY NOTE

This amendment on Form 10-K/A has been filed to correct a typographical error that disclosed the balance of total debt for the year ended May 30, 2004 in the Five-Year Selected Financial Data table to be zero. The correct balance is \$22.1 million which was correctly disclosed in the consolidated balance sheet at May 30, 2004 included under Item 8, Financial Statements and Supplementary Data. The company's consolidated financial statements included under Item 8 have not been affected by this amendment.

The following selected financial information has been derived from audited consolidated financial statements. The information set forth below is not necessarily indicative of results of future operations and should be read in conjunction with "Management's Discussion and Analysis of Financial Condition and Results of Operations" in Item 7 and the consolidated financial statements and related notes thereto in Item 8.

FIVE-YEAR SELECTED FINANCIAL DATA

Years Ended In Millions, Except Per Share Amounts and Employee Figures	May 29, 2005	May 30, 2004	May 25, 2003	May 26, 2002	May 27, 2001
OPERATING RESULTS					
Net sales	\$1,913.1	\$1,983.1	\$1,672.5	\$1,494.8	\$2,112.6
Operating costs and expenses	1,513.6	1,652.9	1,690.9	1,641.7	1,881.5
Operating income (loss)	399.5	330.2	(18.4)	(146.9)	231.1
Interest income, net	15.9	10.4	14.8	22.0	52.5
Other non-operating (expense) income, net	(5.5)	(6.9)	(19.7)	1.5	23.5
Income (loss) before income taxes and cumulative effect of a change in accounting principle	409.9	333.7	(23.3)	(123.4)	307.1
Income tax (benefit) expense	(5.4)	49.0	10.0	(1.5)	61.4
Income (loss) before cumulative effect of a change in accounting principle	\$ 415.3	\$ 284.7	\$ (33.3)	\$ (121.9)	\$ 245.7
Net income (loss)	\$ 415.3	\$ 282.8	\$ (33.3)	\$ (121.9)	\$ 245.7
Earnings (loss) per share:					
Income (loss) before cumulative effect of a change in accounting principle:					
Basic	\$ 1.17	\$ 0.79	\$(0.09)	\$(0.34)	\$ 0.70
Diluted	\$ 1.11	\$ 0.73	\$(0.09)	\$(0.34)	\$ 0.65
Net income (loss):					
Basic	\$ 1.17	\$ 0.78	\$(0.09)	\$(0.34)	\$ 0.70
Diluted	\$ 1.11	\$ 0.73	\$(0.09)	\$(0.34)	\$ 0.65
Weighted-average common and potential common shares outstanding:					
Basic	353.9	361.0	363.6	355.0	351.8
Diluted	373.9	388.5	363.6	355.0	376.8

Years Ended	May 29,	May 30,	May 25,	May 26,	May 27,
In Millions, Except Per Share Amounts and Employee Figures	2005	2004	2003	2002	2001
FINANCIAL POSITION AT YEAR-END					
Working capital	\$1,228.5	\$ 784.5	\$ 872.0	\$ 804.3	\$ 803.2
Total assets	\$2,504.2	\$2,280.4	\$2,248.4	\$2,290.7	\$2,362.6
Long-term debt	\$ 23.0	\$ -	\$ 19.9	\$ 20.4	\$ 26.2
Total debt	\$ 23.0	\$ 22.1	\$ 22.2	\$ 25.9	\$ 55.6
Shareholders' equity	\$2,054.1	\$1,680.5	\$1,706.0	\$1,781.1	\$1,767.9
OTHER DATA					
Research and development	\$ 333.0	\$ 357.1	\$ 439.2	\$ 441.9	\$ 435.6
Capital additions	\$ 96.6	\$ 215.3	\$ 154.9	\$ 138.0	\$ 239.5
Number of employees (in thousands)	8.5	9.7	9.8	10.1	10.3

During fiscal 2005, we paid cash dividends of \$14.1 million on our common stock. We did not pay cash dividends on our common stock in any of the previous years presented above.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

NATIONAL SEMICONDUCTOR CORPORATION

Date: August 17, 2005

/S/ BRIAN L. HALLA*
Brian L. Halla
Chairman of the Board
and Chief Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities stated and on the 17th day of August 2005.

Signature	Title
/S/ <u>BRIAN L. HALLA*</u> Brian L. Halla	Chairman of the Board and Chief Executive Officer (Principal Executive Officer)
/S/ <u>LEWIS CHEW*</u> Lewis Chew	Senior Vice President, Finance and Chief Financial Officer (Principal Financial Officer)
/S/ <u>JAMIE E. SAMATH *</u> Jamie E. Samath	Corporate Controller (Principal Accounting Officer)
/S/ <u>STEVEN R. APPLETON *</u> Steven R. Appleton	Director
/S/ <u>GARY P. ARNOLD *</u> Gary P. Arnold	Director
/S/ <u>RICHARD J. DANZIG *</u> Richard J. Danzig	Director
/S/ <u>ROBERT J. FRANKENBERG *</u> Robert J. Frankenberg	Director
/S/ <u>E. FLOYD KVAMME*</u> E. Floyd Kvamme	Director
/S/ <u>MODESTO A. MAIDIQUE *</u> Modesto A. Maidique	Director
/S/ <u>EDWARD R. McCracken *</u> Edward R. McCracken	Director

*By \s\ LEWIS CHEW
Lewis Chew, Attorney-in-Fact