

# FORM 4

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

OMB APPROVAL	
OMB Number:	3235-0287
Expires:	January 31, 2005
Estimated average burden hours per response . . . . .	0.5

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

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*			2. Issuer Name and Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
Parulekar, Suneil V			National Semiconductor Corp (NSM)			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)			6. Individual or Joint/Group Filing (Check Applicable Line)		
Stock Administration, Mail Stop C1-640			9/13/2005			<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
2900 Semiconductor Dr.			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street)								
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	09/13/05		M		39,200.0000	A	\$10.7188	39,607.7870	D	
Common Stock	09/13/05		S		39,200.0000	D	\$26.3600	407.7870	D	
Common Stock	09/13/05		M		15,400.0000	A	\$10.7188	15,807.7870	D	
Common Stock	09/13/05		S		15,400.0000	D	\$26.3700	407.7870	D	
Common Stock	09/13/05		M		5,400.0000	A	\$10.7188	5,807.7870	D	
Common Stock	09/13/05		S		5,400.0000	D	\$26.3800	407.7870	D	
Common Stock	09/13/05		M		13,800.0000	A	\$12.9750	14,207.7870	D	
Common Stock	09/13/05		S		13,800.0000	D	\$26.3900	407.7870	D	
Common Stock	09/13/05		M		26,200.0000	A	\$12.9750	26,607.7870	D	
Common Stock	09/13/05		S		26,200.0000	D	\$26.4000	407.7870	D	

**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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Non-Qualified Stock Option (right to buy)	\$6.3800	09/13/05		M			4,600.0000	04/29/00 (1)	04/29/09	Common Stock	4,600.0000	\$0.0000	2,900.0000	D	
Non-Qualified Stock Option (right to buy)	\$6.3800	09/13/05		M			2,900.0000	04/29/00 (1)	04/29/09	Common Stock	2,900.0000	\$0.0000	0.0000	D	
Non-Qualified Stock Option (right to buy)	\$10.7200	09/13/05		M			39,200.0000	12/08/01 (2)	12/08/10	Common Stock	39,200.0000	\$0.0000	20,800.0000	D	
Non-Qualified Stock Option (right to buy)	\$10.7200	09/13/05		M			15,400.0000	12/08/01 (2)	12/08/10	Common Stock	15,400.0000	\$0.0000	5,400.0000	D	
Non-Qualified Stock Option (right to buy)	\$10.7200	09/13/05		M			5,400.0000	12/08/01 (2)	12/08/10	Common Stock	5,400.0000	\$0.0000	0.0000	D	
Non-Qualified Stock Option (right to buy)	\$12.9800	09/13/05		M			13,800.0000	04/17/02 (3)	04/17/11	Common Stock	13,800.0000	\$0.0000	136,200.0000	D	
Non-Qualified Stock Option (right to buy)	\$12.9800	09/13/05		M			26,200.0000	04/17/02 (3)	04/17/11	Common Stock	26,200.0000	\$0.0000	110,000.0000	D	

Explanation of Responses:

See continuation page(s) for footnotes

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

\* 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).

By: Susan Schmidt, Attorney-in-Fact For: Suneil V. Parulekar

09/13/2005

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

\*\*Signature of Reporting Person

Date

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Parulekar, Suneil V			National Semiconductor Corp (NSM)			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)					
Stock Administration, Mail Stop C1-640			9/13/2005					
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(Street)						<input type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
Santa Clara, CA 95051								
(City)	(State)	(Zip)						

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			Code	V	Amount	(A) or (D)	Price			
Common Stock	09/13/05		M		4,600.0000	A	\$6.3750	5,007.7870	D	
Common Stock	09/13/05		S		4,600.0000	D	\$26.3800	407.7870	D	
Common Stock	09/13/05		M		2,900.0000	A	\$6.3750	3,307.7870	D	
Common Stock	09/13/05		S		2,900.0000	D	\$26.3900	407.7870	D	
Common Stock								965.2800	I	by Trust

**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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V			Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
						(A)	(D)								

Explanation of Responses:

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- (1) The stock option became exercisable in four equal annual installments beginning on April 29, 2000.
- (2) The stock option became exercisable in four equal annual installments beginning on December 8, 2001.
- (3) The stock option became exercisable in four equal annual installments beginning on April 17, 2002.
- The nature of the indirect beneficial ownership shown in item 7 on Table 1 is shares allocated and held by the Profit Sharing Plan in the Company's Retirement and Savings Program. As of May 29, 2005, the 2005 fiscal year end, based on unitized valuations provided by the Plan Trustee, 965,280 shares allocated to Mr. Parulekar's account were fully vested. Shares are contributed to the Plan by the Company and are exempt under Rule 16b-3(c). Share amounts will vary based on unitized values provided by the Plan Trustee. The Company has ceased to make contributions of NSC stock to the Profit Sharing Plan.