

# 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 <b>and</b> Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
Seif, Ulrich			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			9/14/2005			<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. Trans- action Date  (Month/ Day/ Year)	2A. Deemed Execution Date, if any (Month/ Day/ Year)	3. Trans- action 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. Owner- ship Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Owner- ship (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	09/14/05		M		45,700.0000	A	\$12.9750	48,528.3272	D	
Common Stock	09/14/05		S		45,700.0000	D	\$26.0500	2,828.3272	D	
Common Stock	09/14/05		M		15,400.0000	A	\$12.9750	18,228.3272	D	
Common Stock	09/14/05		S		15,400.0000	D	\$26.0700	2,828.3272	D	
Common Stock	09/14/05		M		1,700.0000	A	\$12.9750	4,528.3272	D	
Common Stock	09/14/05		S		1,700.0000	D	\$26.0900	2,828.3272	D	
Common Stock	09/14/05		M		37,500.0000	A	\$12.9750	40,328.3272	D	
Common Stock	09/14/05		S		37,500.0000	D	\$26.1000	2,828.3272	D	
Common Stock	09/14/05		M		10,000.0000	A	\$12.9750	12,828.3272	D	
Common Stock	09/14/05		S		10,000.0000	D	\$26.1100	2,828.3272	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				
Employee Stock Option with tandem tax withholding right	\$6.3000	09/14/05		M			6,000.0000	10/17/03 (1)	10/17/12	Common Stock	6,000.0000	\$0.0000	44,000.0000	D	
Employee Stock Option with tandem tax withholding right	\$6.3000	09/14/05		M			5,000.0000	10/17/03 (1)	10/17/12	Common Stock	5,000.0000	\$0.0000	39,000.0000	D	
Employee Stock Option with tandem tax withholding right	\$6.3000	09/14/05		M			2,000.0000	10/17/03 (1)	10/17/12	Common Stock	2,000.0000	\$0.0000	37,000.0000	D	
Employee Stock Option with tandem tax withholding right	\$6.3000	09/14/05		M			3,000.0000	10/17/03 (1)	10/17/12	Common Stock	3,000.0000	\$0.0000	34,000.0000	D	
Employee Stock Option with tandem tax withholding right	\$6.3000	09/14/05		M			9,000.0000	10/17/03 (1)	10/17/12	Common Stock	9,000.0000	\$0.0000	25,000.0000	D	
Employee Stock Option with tandem tax withholding right	\$8.0300	09/14/05		M			21,000.0000	08/06/03 (2)	08/06/12	Common Stock	21,000.0000	\$0.0000	16,500.0000	D	
Employee Stock Option with tandem tax withholding right	\$8.0300	09/14/05		M			4,000.0000	08/06/03 (2)	08/06/12	Common Stock	4,000.0000	\$0.0000	12,500.0000	D	
Employee Stock Option with tandem tax withholding right	\$11.6300	09/14/05		M			12,300.0000	07/15/04 (3)	07/15/09	Common Stock	12,300.0000	\$0.0000	167,700.0000	D	
Employee Stock Option with tandem tax withholding right	\$11.6300	09/14/05		M			1,000.0000	07/15/04 (3)	07/15/09	Common Stock	1,000.0000	\$0.0000	166,700.0000	D	
Employee Stock Option with tandem tax withholding right	\$11.6300	09/14/05		M			51,000.0000	07/15/04 (3)	07/15/09	Common Stock	51,000.0000	\$0.0000	115,700.0000	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: Ulrich  
Seif

09/15/2005

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\*\*Signature of Reporting Person

Date

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## 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)		
Seif, Ulrich			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			9/14/2005					
2900 Semiconductor Dr.								
(Street)			4. If Amendment, Date of Original Filed (Month/Day/Year)			6. Individual or Joint/Group Filing (Check Applicable Line)		
Santa Clara, CA 95051						<input type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
(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	09/14/05		M		36,000.0000	A	\$12.9750	38,828.3272	D	
Common Stock	09/14/05		S		36,000.0000	D	\$26.1200	2,828.3272	D	
Common Stock	09/14/05		M		3,700.0000	A	\$12.9750	6,528.3272	D	
Common Stock	09/14/05		S		3,700.0000	D	\$26.1300	2,828.3272	D	
Common Stock	09/14/05		M		12,300.0000	A	\$11.6250	15,128.3272	D	
Common Stock	09/14/05		S		12,300.0000	D	\$26.1300	2,828.3272	D	
Common Stock	09/14/05		M		1,000.0000	A	\$11.6250	3,828.3272	D	
Common Stock	09/14/05		S		1,000.0000	D	\$26.1400	2,828.3272	D	
Common Stock	09/14/05		M		51,000.0000	A	\$11.6250	53,828.3272	D	
Common Stock	09/14/05		S		51,000.0000	D	\$26.1500	2,828.3272	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				
Employee Stock Option with tandem tax withholding right	\$11.6300	09/14/05		M		21,700.0000		07/15/04 (3)	07/15/09	Common Stock	21,700.0000	\$0.0000	94,000.0000	D	
Employee Stock Option with tandem tax withholding right	\$11.6300	09/14/05		M		3,000.0000		07/15/04 (3)	07/15/09	Common Stock	3,000.0000	\$0.0000	91,000.0000	D	
Employee Stock Option with tandem tax withholding right	\$11.6300	09/14/05		M		1,000.0000		07/15/04 (3)	07/15/09	Common Stock	1,000.0000	\$0.0000	90,000.0000	D	
Employee Stock Option with tandem tax withholding right	\$12.7500	09/14/05		M		3,000.0000		05/14/98 (4)	05/14/07	Common Stock	3,000.0000	\$0.0000	12,000.0000	D	
Employee Stock Option with tandem tax withholding right	\$12.7500	09/14/05		M		12,000.0000		05/14/98 (4)	05/14/07	Common Stock	12,000.0000	\$0.0000	0.0000	D	
Employee Stock Option with tandem tax withholding right	\$12.9800	09/14/05		M		45,700.0000		04/17/02 (5)	04/17/11	Common Stock	45,700.0000	\$0.0000	104,300.0000	D	
Employee Stock Option with tandem tax withholding right	\$12.9800	09/14/05		M		15,400.0000		04/17/02 (5)	04/17/11	Common Stock	15,400.0000	\$0.0000	88,900.0000	D	
Employee Stock Option with tandem tax withholding right	\$12.9800	09/14/05		M		1,700.0000		04/17/02 (5)	04/17/11	Common Stock	1,700.0000	\$0.0000	87,200.0000	D	
Employee Stock Option with tandem tax withholding right	\$12.9800	09/14/05		M		37,500.0000		04/17/02 (5)	04/17/11	Common Stock	37,500.0000	\$0.0000	49,700.0000	D	
Employee Stock Option with tandem tax withholding right	\$12.9800	09/14/05		M		10,000.0000		04/17/02 (5)	04/17/11	Common Stock	10,000.0000	\$0.0000	39,700.0000	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).

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See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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\*\*Signature of Reporting Person

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(Print or Type Responses)

1. Name and Address of Reporting Person*			2. Issuer Name <b>and</b> Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
Seif, Ulrich			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			9/14/2005					
2900 Semiconductor Dr.			4. If Amendment, Date of Original Filed (Month/Day/Year)			6. Individual or Joint/Group Filing (Check Applicable Line)		
(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)						

### Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Trans- action Date  (Month/ Day/ Year)	2A. Deemed Execution Date, if any (Month/ Day/ Year)	3. Trans- action 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. Owner- ship Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Owner- ship (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	09/14/05		M		21,700.0000	A	\$11.6250	24,528.3272	D	
Common Stock	09/14/05		S		21,700.0000	D	\$26.1600	2,828.3272	D	
Common Stock	09/14/05		M		3,000.0000	A	\$11.6250	5,828.3272	D	
Common Stock	09/14/05		S		3,000.0000	D	\$26.2800	2,828.3272	D	
Common Stock	09/14/05		M		1,000.0000	A	\$11.6250	3,828.3272	D	
Common Stock	09/14/05		S		1,000.0000	D	\$26.2900	2,828.3272	D	
Common Stock	09/14/05		M		3,000.0000	A	\$12.7500	5,828.3272	D	
Common Stock	09/14/05		S		3,000.0000	D	\$26.1900	2,828.3272	D	
Common Stock	09/14/05		M		12,000.0000	A	\$12.7500	14,828.3272	D	
Common Stock	09/14/05		S		12,000.0000	D	\$26.2000	2,828.3272	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			Date Exercisable	Expiration Date						
						(A)	(D)								
Employee Stock Option with tandem tax withholding right	\$12.9800	09/14/05		M		36,000.0000		04/17/02 (5)	04/17/11	Common Stock	36,000.0000	\$0.0000	3,700.0000	D	
Employee Stock Option with tandem tax withholding right	\$12.9800	09/14/05		M		3,700.0000		04/17/02 (5)	04/17/11	Common Stock	3,700.0000	\$0.0000	0.0000	D	

Explanation of Responses:

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(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)					
Stock Administration, Mail Stop C1-640			9/14/2005					
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			Code	V	Amount	(A) or (D)	Price			
Common Stock	09/14/05		M		21,000.0000	A	\$8.0250	23,828.3272	D	
Common Stock	09/14/05		S		21,000.0000	D	\$26.1700	2,828.3272	D	
Common Stock	09/14/05		M		4,000.0000	A	\$8.0250	6,828.3272	D	
Common Stock	09/14/05		S		4,000.0000	D	\$26.1800	2,828.3272	D	
Common Stock	09/14/05		M		6,000.0000	A	\$6.3000	8,828.3272	D	
Common Stock	09/14/05		S		6,000.0000	D	\$26.1800	2,828.3272	D	
Common Stock	09/14/05		M		5,000.0000	A	\$6.3000	7,828.3272	D	
Common Stock	09/14/05		S		5,000.0000	D	\$26.2100	2,828.3272	D	
Common Stock	09/14/05		M		2,000.0000	A	\$6.3000	4,828.3272	D	
Common Stock	09/14/05		S		2,000.0000	D	\$26.2200	2,828.3272	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)
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						(A)	(D)								

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# FORM 4

(continued)

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

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(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)					
Stock Administration, Mail Stop C1-640			9/14/2005					
2900 Semiconductor Dr.			4. If Amendment, Date of Original Filed (Month/Day/Year)			6. Individual or Joint/Group Filing (Check Applicable Line)		
(Street)						<input type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
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			Code	V	Amount	(A) or (D)	Price			
Common Stock	09/14/05		M		3,000.0000	A	\$6.3000	5,828.3272	D	
Common Stock	09/14/05		S		3,000.0000	D	\$26.2300	2,828.3272	D	
Common Stock	09/14/05		M		9,000.0000	A	\$6.3000	11,828.3272	D	
Common Stock	09/14/05		S		9,000.0000	D	\$26.2500	2,828.3272	D	
Common Stock								963.1410	I	by Trust
Common Stock								1,884.7390	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						
						(A)	(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).

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

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 Number.

- (1) The stock option became exercisable in four equal annual installments beginning on October 17, 2003.
  - (2) The stock option became exercisable in four equal annual installments beginning on August 6, 2003.
  - (3) The stock option became exercisable 25% on July 15, 2004, and then 1/48th per month for the following 36 months.
  - (4) The stock option became exercisable in four equal annual installments beginning on May 14, 1998.
  - (5) 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 held by 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, 963.141 shares contributed by the Company to Mr. Seif's Profit Sharing Plan account were fully vested. Shares contributed to the Plan by the Company 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. Further, as of the FY 2005 fiscal year of May 29, 2005, based on unitized valuations provided by the Plan Trustee, 1,884.739 shares of NSC stock had been acquired under the NSC Stock Fund in the Company's Savings Plus 401(k) Plan of the Retirement and Savings Program for the benefit of Mr. Seif. These acquisitions are exempt as Discretionary Transactions under Rule 16b-3(f). Share amounts will vary based on unitized values provided by the Plan Trustee and changes in share amounts do not necessarily represent dispositions or acquisitions made by Mr. Seif in the Savings Plus 401(k) Plan. Mr. Seif has not made any dispositions in the NSC Stock Fund and has ceased acquiring shares in the NSC Stock with payroll deductions.