

FORM 4

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

OMB APPROVAL	
OMB Number:	3235-0287
Expires:	January 31, 2008
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)		
Clark, John M			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) Senior Vice President, General Counsel and Secretary		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
Stock Administration, Mail Stop C1-640 2900 Semiconductor Dr.			12/12/2005					
(Street)			4. If Amendment, Date of Original Filed (Month/Day/Year)					
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	12/12/05		M		8,700.0000	A	\$8.0250	40,342.0000	D	
Common Stock	12/12/05		S		8,700.0000	D	\$26.7500	31,642.0000	D	
Common Stock	12/12/05		M		1,300.0000	A	\$8.0250	32,942.0000	D	
Common Stock	12/12/05		S		1,300.0000	D	\$26.7300	31,642.0000	D	
Common Stock	12/12/05		M		6,000.0000	A	\$6.3000	37,642.0000	D	
Common Stock	12/12/05		S		6,000.0000	D	\$26.7300	31,642.0000	D	
Common Stock	12/12/05		M		4,000.0000	A	\$6.3000	35,642.0000	D	
Common Stock	12/12/05		S		4,000.0000	D	\$26.7700	31,642.0000	D	
Common Stock	12/12/05		M		600.0000	A	\$11.6250	32,242.0000	D	
Common Stock	12/12/05		S		600.0000	D	\$26.7700	31,642.0000	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	12/12/05		M		6,000.0000		10/17/03 (1)	10/17/12	Common Stock	6,000.0000	\$0.0000	14,000.0000	D	
Employee Stock Option with tandem tax withholding right	\$6.3000	12/12/05		M		4,000.0000		10/17/03 (1)	10/17/12	Common Stock	4,000.0000	\$0.0000	10,000.0000	D	
Employee Stock Option with tandem tax withholding right	\$8.0300	12/12/05		M		8,700.0000		08/06/03 (2)	08/06/12	Common Stock	8,700.0000	\$0.0000	11,300.0000	D	
Employee Stock Option with tandem tax withholding right	\$8.0300	12/12/05		M		1,300.0000		08/06/03 (2)	08/06/12	Common Stock	1,300.0000	\$0.0000	10,000.0000	D	
Employee Stock Option with tandem tax withholding right	\$11.6300	12/12/05		M		600.0000		07/15/04 (3)	07/15/09	Common Stock	600.0000	\$0.0000	61,400.0000	D	
Employee Stock Option with tandem tax withholding right	\$11.6300	12/12/05		M		2,400.0000		07/15/04 (3)	07/15/09	Common Stock	2,400.0000	\$0.0000	59,000.0000	D	
Employee Stock Option with tandem tax withholding right	\$11.6300	12/12/05		M		1,000.0000		07/15/04 (3)	07/15/09	Common Stock	1,000.0000	\$0.0000	58,000.0000	D	
Employee Stock Option with tandem tax withholding right	\$11.6300	12/12/05		M		5,500.0000		07/15/04 (3)	07/15/09	Common Stock	5,500.0000	\$0.0000	52,500.0000	D	
Employee Stock Option with tandem tax withholding right	\$11.6300	12/12/05		M		500.0000		07/15/04 (3)	07/15/09	Common Stock	500.0000	\$0.0000	52,000.0000	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: John M. Clark

12/14/2005

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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(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)					
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			Code	V	Amount	(A) or (D)	Price			
Common Stock	12/12/05		M		2,400.0000	A	\$11.6250	34,042.0000	D	
Common Stock	12/12/05		S		2,400.0000	D	\$26.7400	31,642.0000	D	
Common Stock	12/12/05		M		1,000.0000	A	\$11.6250	32,642.0000	D	
Common Stock	12/12/05		S		1,000.0000	D	\$26.7200	31,642.0000	D	
Common Stock	12/12/05		M		5,500.0000	A	\$11.6250	37,142.0000	D	
Common Stock	12/12/05		S		5,500.0000	D	\$26.7600	31,642.0000	D	
Common Stock	12/12/05		M		500.0000	A	\$11.6250	32,142.0000	D	
Common Stock	12/12/05		S		500.0000	D	\$26.7800	31,642.0000	D	
Common Stock								868.0000	I	by Spouse
Common Stock								3,475.4530	I	by Trust

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						(A)	(D)								

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- (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.
- 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, 3,475.453 shares allocated to Mr. Clark'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.