

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

**FORM 8-K**

**CURRENT REPORT**  
**Pursuant to Section 13 or 15(d) of**  
**The Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): **May 4, 2005**

**NATIONAL SEMICONDUCTOR CORPORATION**

(Exact name of registrant as specified in its charter)

**DELAWARE**  
(State of Incorporation)

**1-6453**  
(Commission  
File Number)

**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)

**(408) 721-5000**

(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communication pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Act (17 CFR 240.14a-12)

# NATIONAL SEMICONDUCTOR CORPORATION

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99.1    News release dated May 4, 2005	

## NATIONAL SEMICONDUCTOR CORPORATION

### Item 8.01 OTHER EVENTS

On May 4, 2005, National Semiconductor Corporation announced that it has finalized the sale of its PC Super I/O business to Winbond Electronics Corporation, based in Hsinchu Science Park, Taiwan, R.O.C. A copy of the news release is attached as Exhibit 99.1.

The information contained in Exhibit 99.1 shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended.

### Item 9.01 FINANCIAL STATEMENTS AND EXHIBITS

#### (c) Exhibits

<u>Exhibit No.</u>	<u>Description of Exhibit</u>
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99.1	News release dated May 4, 2005 issued by National Semiconductor Corporation*
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\*This exhibit is intended to be furnished and shall not be deemed "filed" for purposes of the Securities Exchange Act of 1934, as amended.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

NATIONAL SEMICONDUCTOR CORPORATION

//S// Robert E. DeBarr

Dated: May 4, 2005

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Robert E. DeBarr  
Controller  
Signing on behalf of the registrant and  
as principal accounting officer



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Santa Clara, CA 95052

408 721 5000  
www.national.com

# NEWS RELEASE

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## National Semiconductor Completes Sale of PC Super I/O Business to Winbond Electronics

**SANTA CLARA, Calif. - May 4, 2005** - National Semiconductor Corporation (NYSE:NSM) announced today that it has closed the sale of its PC Super I/O business to Winbond Electronics Corporation, based in Hsinchu Science Park, Taiwan. National previously announced on March 14, 2005, that it had signed a definitive agreement on the transaction and that the sale was expected to close during the fourth quarter of fiscal 2005, which ends May 29, 2005. The sale of this business, known within National as the Advanced PC division, is consistent with the company's ongoing focus on core analog businesses.

Pursuant to the sale, Winbond acquired intellectual property, assets and approximately 150 employees from National, with most of the employees based at National's former research and design center in Herzlia, Israel. The flagship products of the PC Super I/O business include the Safekeeper™ Trusted I/O desktop and notebook devices, keyboard controllers and Server I/O devices.

National's financial release and conference call for the fourth quarter are scheduled for June 9, 2005. At that time, the company will discuss financial results and forward outlook, including the impact from the sale of this business.

### About National Semiconductor

National Semiconductor, the industry's premier analog company, creates high performance analog devices and subsystems. National's leading-edge products include power management circuits, display drivers, audio and operational amplifiers, communication interface products and data conversion solutions. National's key vertical markets include wireless handsets, displays and laptops. The company's analog products are also optimized for numerous applications in a variety

-- more --

**National Closes Sale of PC Super I/O Business to Winbond**

of electronics markets, including medical, automotive, industrial, and test and measurement. Headquartered in Santa Clara, California, National reported sales of \$1.98 billion for fiscal 2004, which ended May 30, 2004. Additional company and product information is available at [www.national.com](http://www.national.com).

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