

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): **July 31, 2003**

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)

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NATIONAL SEMICONDUCTOR CORPORATION

Item 5. OTHER EVENTS AND REGULATION FD DISCLOSURE

On July 31, 2003, the company issued a news release announcing that the board of directors has authorized a \$400 million stock repurchase program. A copy of the news release is attached as Exhibit 99.1.

Item 7. FINANCIAL STATEMENTS AND EXHIBITS

(c) Exhibits

<u>Exhibit No.</u>	<u>Description of Exhibit</u>
99.1	News release dated July 31, 2003

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// Lewis Chew

Dated: July 31, 2003

Lewis Chew
Senior Vice President, Finance
And Chief Financial Officer