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Page 1 of 1

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): August 16,
2002

NATIONAL SEMICONDUCTOR CORPORATION
(Exact name of registrant as specified in its charter)

DELAWARE	1-6453	95-2095071
-----	-----	-----
(State of Incorporation)	(Commission	(I.R.S.
Employer	File Number)	
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)

<PAGE>

National Semiconductor Corporation

Index

Item 7. Financial Statements and Exhibits

Page

3

Item 9. Regulation FD Disclosure	3
Signature	4

<PAGE>

ITEM 7. Financial Statements and Exhibits

(c) Exhibits

Designation Of Exhibit -----	Description of Exhibit -----
99 principal officer.	Statements under oath of the company's executive officer and principal financial

ITEM 9. Regulation FD Disclosure

Pursuant to Section 21(a)(1) of the Securities Exchange Act of 1934 No. 4-460, we hereby file as part of this report under exhibit 99, the required statements under oath of the company's principal executive officer, Brian L. Halla, Chairman, President and Chief Executive Officer, and the principal financial officer, Lewis Chew, Senior Vice President, Finance and Chief Financial Officer.

<PAGE>

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.

CORPORATION

NATIONAL SEMICONDUCTOR

Dated: August 16, 2002

/S/ ROBERT E. DEBARR

Robert E. DeBarr
Controller
(Principal Accounting

Officer)

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Exhibit 99

STATEMENT UNDER OATH OF PRINCIPAL EXECUTIVE OFFICER REGARDING
FACTS AND
CIRCUMSTANCES RELATING TO EXCHANGE ACT FILINGS

I, Brian L. Halla, Chairman, President and Chief Executive Officer,
state and
attest that:

(1) To the best of my knowledge, based upon a review of the covered
reports of

National Semiconductor Corporation, and, except as
corrected or
supplemented in a subsequent covered report:

o no covered report contained an untrue statement of a
material fact as
of the end of the period covered by such report (or in the
case of a

report on Form 8-K or definitive proxy materials, as of
the date on
which it was filed); and

o no covered report omitted to state a material fact
necessary to make
the statements in the covered report, in light of the
circumstances
under which they were made, not misleading as of the end of
the period

covered by such report (or in the case of a report on
Form 8-K or
definitive proxy materials, as of the date on which it was
filed).

(2) I have reviewed the contents of this statement with the Audit
Committee of
the Company's Board of Directors.

(3) In this statement under oath, each of the following, if filed on
or before
the date of this statement, is a "covered report":

o the Annual Report on Form 10-K of National Semiconductor
Corporation
for the fiscal year ended May 26, 2002 filed with the
Commission;

o all reports on Form 10-Q, all reports on Form 8-K and all
definitive

proxy materials of National Semiconductor Corporation filed with the Commission subsequent to the filing of the Form 10-K identified above;
and
o any amendments to any of the foregoing.

Date: August 16, 2002

/S/ BRIAN L. HALLA
Brian L. Halla

State of California)
) ss.
County of Santa Clara)

Subscribed and sworn to before me this 16th day of August 2002.

/S/ KAREN L. METZ

KAREN L. METZ
Commission # 1223997
Notary Public -

California

Santa Clara County
My Comm. Expires Jun

11, 2003

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STATEMENT UNDER OATH OF PRINCIPAL FINANCIAL OFFICER REGARDING
FACTS AND
CIRCUMSTANCES RELATING TO EXCHANGE ACT FILINGS

I, Lewis Chew, Senior Vice President, Finance and Chief Financial Officer, state and attest that:

(1) To the best of my knowledge, based upon a review of the covered reports of

National Semiconductor Corporation, and, except as corrected or supplemented in a subsequent covered report:

o no covered report contained an untrue statement of a material fact as of the end of the period covered by such report (or in the case of a report on Form 8-K or definitive proxy materials, as of the date on which it was filed); and

o no covered report omitted to state a material fact necessary to make the statements in the covered report, in light of the circumstances under which they were made, not misleading as of the end of the period covered by such report (or in the case of a report on Form 8-K or

