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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
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(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)

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National Semiconductor Corporation

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ITEM 9. Regulation FD Disclosure

On August 16, 2002, the Registrant filed its Annual Report on Form 10-K for the fiscal year ended May 26, 2002 (the "Form 10-K") with the Securities and Exchange Commission. Pursuant to 18 U.S.C Section 1350, as created by Section 906 of the Sarbanes-Oxley Act of 2002, the following certifications are being made to accompany the Form 10-K:

Certification of Chief Executive Officer

Pursuant to 18 U.S.C Section 1350, as created by Section 906 of the Sarbanes-Oxley Act of 2002, the undersigned officer of National Semiconductor Corporation (the "Company") hereby certifies that:

(i) the Annual Report on Form 10-K of the Company for the fiscal year ended May 26, 2002 (the "Report") fully complies with the requirements of Section 13 (a) or Section 15 (d), as applicable, of the Securities Exchange Act of 1934, as amended; and

(ii) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: August 16, 2002

/S/ BRIAN L. HALLA
Brian L. Halla
President and Chief Executive

Officer

The foregoing certification is being furnished solely to accompany the Report pursuant to 18 U.S.C Section 1350, and is not being filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and is not to be incorporated by reference into any filing of the Company, whether made before or after the date hereof, regardless of any general incorporation language in such filing.

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Certification of Chief Financial Officer

Pursuant to 18 U.S.C Section 1350, as created by Section 906 of the Sarbanes-Oxley Act of 2002, the undersigned officer of National Semiconductor Corporation (the "Company") hereby certifies that:

(i) the Annual Report on Form 10-K of the Company for the fiscal year ended May 26, 2002 (the "Report") fully complies with the requirements of Section 13 (a) or Section 15 (d), as applicable, of the Securities Exchange Act of 1934, as amended; and

(ii) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: August 16, 2002

/S/ LEWIS CHEW
Lewis Chew
Senior Vice President,

Finance

and Chief Financial Officer

The foregoing certification is being furnished solely to accompany the Report pursuant to 18 U.S.C Section 1350, and is not being filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and is not to be

incorporated by reference into any filing of the Company, whether made before or after the date hereof, regardless of any general incorporation language in such filing.

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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

Dated: August 16, 2002

Officer)

NATIONAL SEMICONDUCTOR

/S/ ROBERT E. DEBARR
Robert E. DeBarr
Controller
(Principal Accounting

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