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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): December 9,  
2004

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)

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  
Exchange Act (17 CFR 240.14d-2(b))

[ ] Pre-commencement communications pursuant to Rule 13e-4(c)  
under the  
Exchange Act (17 CFR 240.13c-4(c))

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Exhibits:

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NATIONAL SEMICONDUCTOR CORPORATION

Item 2.02 RESULTS OF OPERATIONS AND FINANCIAL CONDITION

On December 9, 2004, National Semiconductor Corporation issued a news release announcing earnings for the quarter ended November 28, 2004. The earnings news release, which has been attached as Exhibit 99.1, contains unaudited Condensed Consolidated Statements of Operations, Balance Sheets, and Statements of Cash Flows that are presented in accordance with United States generally accepted accounting principles, or GAAP.

The news release includes certain financial information that is not

presented in accordance with GAAP. Specifically, the release states that the GAAP operating results for the second quarter of fiscal 2005 include a special gain from the sale of assets and a benefit derived from the resolution of a tax matter; without these credits, operating results in the quarter would have been lower. We have provided this non-GAAP information to give investors additional information that will provide a better understanding of the underlying performance of our business. This non-GAAP results information should be considered supplemental to, and not a substitute for or superior to, the financial statements prepared in accordance with GAAP that are contained in the news release.

The information in Exhibit 99.1 attached hereto 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

Exhibit No.	Description of Exhibit
99.1 National	News release dated December 9, 2004 issued by Semiconductor Corporation* (Earnings)

\*This exhibit is intended to be furnished and shall not be deemed "filed" for purposes of the Securities Exchange Act of 1934, as amended.

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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

NATIONAL SEMICONDUCTOR

//S// Robert E. DeBarr

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Dated: December 9, 2004

registrant

officer

Robert E. DeBarr

Controller

Signing on behalf of the

and as principal accounting