

**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): **April 12, 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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## NATIONAL SEMICONDUCTOR CORPORATION

### Item 1.01 ENTRY INTO A MATERIAL DEFINITIVE AGREEMENT

The stockholders of National Semiconductor Corporation ("National" or the "Company") approved the 2005 Executive Officer Equity Plan ("EOEP") at the Company's annual stockholders meeting held on October 1, 2004. A copy of the EOEP was filed with the SEC with the Company's 2004 Form 10-K. Under SEC rules, the EOEP is considered a material agreement of the Company. On April 12, 2005, the Compensation Committee of the Company's Board of Directors approved the form of the option grant agreement and the form of the performance share unit award agreement to be used in connection with grants of options and performances share units under the EOEP. To date, no awards or grants have been made under the EOEP. A copy of the form of the option grant agreement is attached hereto as Exhibit 10.1 and a copy of the form of the performance share unit award is attached hereto as Exhibit 10.2.

### Item 1.02 TERMINATION OF MATERIAL DEFINITIVE AGREEMENT

National also offers the Director Deferral Plan ("Plan") to its directors. Under SEC rules, the Plan is considered a material agreement of the Company. The Plan allowed directors to defer payment of their director retainer fees until termination of service as a director or a date preselected by the participating director. On April 13, 2005, the Company's Board of Directors terminated the Plan. No directors have ever participated in the Plan.

### Item 9.01 FINANCIAL STATEMENTS AND EXHIBITS

#### Exhibits

| <u>Exhibit No.</u> | <u>Description of Exhibit</u>  |
|--------------------|--|
| 10.1               | Management Contract or Compensatory Plan or Arrangement:<br>Form of Option Grant Agreement under 2005 Executive Officer Equity Plan.                 |
| 10.2               | Management Contract or Compensatory Plan or Arrangement:<br>Form of Performance Share Unit Award Agreement under 2005 Executive Officer Equity Plan. |

## 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

Date: April 14, 2005

//S// JOHN M. CLARK III

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John M. Clark III  
Senior Vice President  
Signing on behalf of the registrant