

**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 15, 2008**

Commission File Number: **1-6453**

**National Semiconductor Corporation**

(Exact name of registrant as specified in its charter)

**DELAWARE**  
(State of Incorporation)

**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)

Registrant's telephone number, including area code: **(408) 721-5000**

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 communications 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 240.13e-4(c))

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## **SECTION 5 - CORPORATE GOVERNANCE AND MANAGEMENT**

### **Item 5.02(e) Compensatory Arrangements of Certain Officers**

On July 15, 2008, the Compensation Committee (the "Committee") of the Company's Board of Directors approved an increase in the salary of Lewis Chew, the Company's Senior Vice President, Finance and Chief Financial Officer, to \$425,000. The increase is effective August 31, 2008.

**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: July 17, 2008

/s/ Todd M. DuChene

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Todd M. DuChene  
Senior Vice President, General Counsel and  
Secretary