

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): **September 22, 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 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))

NATIONAL SEMICONDUCTOR CORPORATION

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NATIONAL SEMICONDUCTOR CORPORATION

Item 1.01 ENTRY INTO A MATERIAL DEFINITIVE AGREEMENT

On September 22, 2005, the Administrative Committee of the National Semiconductor Corporation (“National” or the “Company”) Retirement and Savings Program (“RASP”) formally approved Amendment No. Eight to the Company’s RASP. Under SEC rules, the RASP is considered a material agreement of the Company. A copy of Amendment No. 8 is attached hereto as Exhibit 10.1.

Item 9.01 FINANCIAL STATEMENTS AND EXHIBITS

Exhibits

| <u>Exhibit No.</u> | <u>Description of Exhibit</u> |
|---------------------------|--------------------------------------|
|---------------------------|--------------------------------------|

| | |
|------|--|
| 10.1 | Equity Compensation Plan not approved by Stockholders: Amendment Eight to the Retirement and Savings Program |
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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.

NATIONAL SEMICONDUCTOR CORPORATION

Dated: September 22, 2005

/S/ JOHN M. CLARK III

John M. Clark III

Senior Vice President

Signing on behalf of the registrant

**AMENDMENT EIGHT
TO THE
NATIONAL SEMICONDUCTOR CORPORATION
RETIREMENT AND SAVINGS PROGRAM**

WHEREAS National Semiconductor Corporation (the “Employer”) has adopted the National Semiconductor Corporation Retirement and Savings Program, amended and restated effective June 1, 1997 (the “Plan”); and

WHEREAS all assets relating to the Comlinear Corporation 401(k) Retirement Savings Plan (the “Comlinear Plan”) were distributed from the Plan prior to July 1, 2005, the Employer wishes to amend the Plan to reflect the inapplicability of the spousal consent requirements that previously arose as a result of the transfer of Comlinear Plan assets into this Plan; and

WHEREAS the Employer wishes to eliminate the lookback rule relating to involuntary cashouts and to permit the rollover of involuntary cashouts in excess of \$1,000 to an individual retirement account; and

WHEREAS Sections 16.03H and 21.02 of the Plan provide that the Plan may be amended by the Employer, by action of its Board of Directors, or with respect to administrative provisions, by action of the Committee;

NOW, THEREFORE, the Employer hereby adopts this **Amendment Eight** as provided below:

1. Effective August 1, 2005, Section 12.01 A.4 is hereby amended by the addition of the following new subparagraph at the end thereof:
 - f. Effective August 1, 2005, this Section 12.01 A.4 shall no longer apply.
2. Effective after March 27, 2005, but before August 1, 2005, the first paragraph of Section 12.01 B.1 is hereby amended by inserting “or exceeds \$1,000 after March 27, 2005, but before August 1, 2005” before the word “payment” the first time it appears in the second sentence thereof.

3. Effective August 1, 2005, the first paragraph of Section 12.01 B.1 is hereby amended in its entirety as follows:

Payment to a terminated Participant shall be made within a reasonable time following the Participant's Termination Date. If the value of a Participant's nonforfeitable Account balance exceeds \$5,000, payment shall not be made unless the Participant consents in writing to the payment. For purposes of the preceding sentence, the value of a Participant's nonforfeitable Account balance shall be determined without regard to that portion of the Account balance that is attributable to rollover contributions (and earnings allocable thereto) within the meaning of sections 402(c), 403(a)(4), 403(b)(8), 408(d)(3)(A)(ii), and 457(e)(16) of the Code. If the Participant fails to consent to the distribution, such failure shall be deemed to be an election to defer distribution. Distribution may commence as of any subsequent date as of which the Participant elects to receive such distribution, subject to Section 12.01 B.3 below.

4. Effective August 1, 2005, Section 12.07 E is hereby amended by the addition of the following new sentence at the end thereof:

Effective August 1, 2005, this Section 12.07 E shall no longer apply.

5. Section 12.08 is hereby amended by the addition of the following new paragraph at the end thereof:

D. This paragraph D shall apply to distributions made on or after August 1, 2005:

In the event of a mandatory distribution greater than \$1,000 in accordance with the provisions of Section 12.01, if the Participant does not elect to have such distribution paid directly to an eligible retirement plan specified by the Participant in a direct rollover or to receive the distribution directly in accordance with Section 12.01, then the Committee will pay the distribution in a direct rollover to an individual retirement plan designated by the Committee.

IN WITNESS WHEREOF this **Amendment Eight** is signed this 22nd day of September, 2005.

//S// EDWARD J. SWEENEY

Edward J. Sweeney

Chairman, Retirement and Savings Program
Administrative Committee