

**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): **June 14, 2004**

**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)

**NATIONAL SEMICONDUCTOR CORPORATION**

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## **NATIONAL SEMICONDUCTOR CORPORATION**

### **Item 5. OTHER EVENTS AND REGULATION FD DISCLOSURE**

We contracted in 1999 to design and manufacture a system-on-a-chip for ZF Micro Devices, Inc. The successor to ZF Micro Devices, ZF Micro Solutions, sued us in the Superior Court in Santa Clara, California in April 2002, asserting various contract and tort claims. On June 14, 2004, the jury found for ZF Micro Solutions on a claim of intentional misrepresentation, awarding damages of \$28,000,000 and on a claim of breach of the implied covenant of good faith and fair dealing, awarding damages of \$1,950,000. On seven other claims by ZF Micro Solutions, the jury found for us. The jury also found for us on our breach-of-contract cross-claim, awarding damages of \$1,098,003.86.

We intend to challenge the verdicts in favor of ZF Micro Solutions in post-trial motions and to vigorously pursue the appeal of any judgment that may be entered against us in this matter.

**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

//S// Robert E. DeBarr

Dated: June 15, 2004

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Robert E. DeBarr  
Controller  
Signing on behalf of the registrant and  
as principal accounting officer