

**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): **August 10, 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

## Table of Contents

	<u>Page</u>
Item 5. Other Events and Regulation FD Disclosure	3
Item 7. Financial Statements and Exhibits	3
Signature	4
Exhibits:	
99.1 News release dated August 10, 2004	

## NATIONAL SEMICONDUCTOR CORPORATION

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

On August 10, 2004, National Semiconductor Corporation issued a news release announcing a downward revision of its revenue outlook for the first quarter of fiscal 2005. A copy of the news release is attached as Exhibit 99.1.

The information contained in Exhibit 99. 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 7. FINANCIAL STATEMENTS AND EXHIBITS

#### (c) Exhibits

<u>Exhibit No.</u>	<u>Description of Exhibit</u>
99.1	News release dated August 10, 2004 issued by National 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.

**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: August 10, 2004

---

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