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**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): **October 9, 2009**

**NATIONAL SEMICONDUCTOR CORPORATION**

(Exact name of registrant as specified in its charter)

**DELAWARE**  
(State or other jurisdiction 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**  
(Address of principal executive offices)

**95052-8090**  
(Zip Code)

**(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 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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**Item 5.02 DEPARTURE OF DIRECTORS OR CERTAIN OFFICERS; ELECTION OF DIRECTORS;  
APPOINTMENT OF CERTAIN OFFICERS; COMPENSATORY ARRANGEMENTS OF CERTAIN  
OFFICERS**

On October 9, 2009, National Semiconductor Corporation (the “Company”) announced that Brian L. Halla has advised the Board of Directors of the Company that he will retire as Chief Executive Officer of the Company effective November 30, 2009. Mr. Halla will remain with the Company in the position of Chairman of the Board of Directors until May 30, 2010, the end of the Company’s current fiscal year.

The Company also announced that Donald Macleod, the Company’s current President and Chief Operating Officer, will succeed Mr. Halla as Chief Executive Officer upon Mr. Halla’s retirement as Chief Executive Officer effective November 30, 2009. The Board of Directors of the Company also intends to appoint Mr. Macleod to the Board of Directors effective November 30, 2009, concurrently with his commencement of the Chief Executive Officer position. Mr. Macleod, age 61, has been the Company’s President and Chief Operating Officer since 2005. Prior thereto, Mr. Macleod held various positions with the Company, including Executive Vice President and Chief Operating Officer and Vice President, Finance and Chief Financial Officer. Mr. Macleod joined the Company in 1978.

A copy of the press release announcing the above management changes is furnished as Exhibit 99.1 to this Current Report on Form 8-K.

**Item 9.01 FINANCIAL STATEMENT AND EXHIBITS**

**(d) Exhibits**

<u>Exhibit No.</u>	<u>Description of Exhibit</u>
99.1	News Release dated October 9, 2009 issued by National Semiconductor Corporation.*

\* 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

Dated: October 9, 2009

/s/ Todd M. DuChene

Todd M. DuChene

Senior Vice President, General Counsel and Secretary

**EXHIBIT INDEX**

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**NEWS RELEASE**  
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**National Semiconductor Announces Retirement of Brian Halla As Chief Executive Officer; Donald Macleod Appointed President and Chief Executive Officer**

**SANTA CLARA, Calif. — Oct. 9, 2009** — National Semiconductor Corp. (NYSE:NSM) today announced that Brian L. Halla will retire as chief executive officer effective Nov. 30, 2009. He will remain executive chairman of the company. Halla will be succeeded by Donald (Don) Macleod, who will become the company’s president and chief executive officer (CEO) and be appointed to its Board of Directors effective Nov. 30, 2009. Macleod currently serves as National’s president and chief operating officer (COO).

“Strongly deserved,” said Brian Halla. “This is ‘the house that Donnie built’, and he deserves to be its chief executive. I’ll stay on through the ‘rainy season’ to make sure there are no leaks in the roof.” Halla plans to retire from the Board of Directors at the end of National’s fiscal year 2010 (May 30, 2010), the fourteenth anniversary of his joining the company.

Don Macleod, 61, joined National in 1978 and has served in escalating positions throughout his tenure. He rose through the Finance and European Sales and Marketing organizations before becoming vice president and chief financial officer in 1991. He was appointed to the position of executive vice president and COO in 2001 and to his current position of president and COO in 2005.

“National is a leader in analog semiconductor technology, and I am delighted to be given the opportunity to leverage that leadership and strong foundation for our new National 3.0 revenue-growth initiatives,” said Macleod.

In its most recent fiscal quarter, National reported \$314 million in sales with gross margin of 61 percent and earnings per share of \$0.14.

**About National Semiconductor**

National Semiconductor is a leader in analog power management technology. Its products include easy-to-use integrated circuits, PowerWise products that enable more energy-efficient systems, and SolarMagic products which improve the energy output of solar arrays. The company celebrates its 50th anniversary this year. Headquartered in Santa Clara, Calif., National reported sales of \$1.46 billion for fiscal 2009. Additional information is available at [www.national.com](http://www.national.com).

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