

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL	
OMB Number:	3235-0287
Expires:	January 31, 2008
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hours per response	0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person* Frankenberg, Robert J.			2. Issuer Name and Ticker or Trading Symbol National Semiconductor (NSM)			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) Director		
(Last) Stock Administration, Mail Stop C-1640	(First) 2900 Semiconductor Dr.	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 3/18/2009			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
(Street) Santa Clara, CA 95051			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(City)	(State)	(Zip)						

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Trans- action Date (Month/ Day/ Year)	2A. Deemed Execution Date, if any (Month/ Day/ Year)	3. Trans- action Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Owner- ship Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Owner- ship (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	03/18/09		M		11,111	A	\$4.7200	73,111	D	
Common Stock	03/18/09		M		100	A	\$4.7200	73,211	D	
Common Stock	03/18/09		S		100	D	\$10.7000	73,111	D	
Common Stock	03/18/09		M		1,589	A	\$4.7200	74,700	D	
Common Stock	03/18/09		S		1,589	D	\$10.7100	73,111	D	
Common Stock	03/18/09		M		2,500	A	\$4.7200	75,611	D	
Common Stock	03/18/09		S		2,500	D	\$10.7200	73,111	D	
Common Stock	03/18/09		M		600	A	\$4.7200	73,711	D	
Common Stock	03/18/09		S		600	D	\$10.7250	73,111	D	
Common Stock	03/18/09		M		1,300	A	\$4.7200	74,411	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g. puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Director Stock Option with tandem tax withholding right	\$4.7200	03/18/09		M			11,111	10/08/99	04/08/09	Common Stock	11,111	\$0.0000	8,889	D	
Director Stock Option with tandem tax withholding right	\$4.7200	03/18/09		M			100	10/08/99	04/08/09	Common Stock	100	\$0.0000	8,789	D	
Director Stock Option with tandem tax withholding right	\$4.7200	03/18/09		M			1,589	10/08/99	04/08/09	Common Stock	1,589	\$0.0000	7,200	D	
Director Stock Option with tandem tax withholding right	\$4.7200	03/18/09		M			2,500	10/08/99	04/08/09	Common Stock	2,500	\$0.0000	4,700	D	
Director Stock Option with tandem tax withholding right	\$4.7200	03/18/09		M			600	10/08/99	04/08/09	Common Stock	600	\$0.0000	4,100	D	
Director Stock Option with tandem tax withholding right	\$4.7200	03/18/09		M			1,300	10/08/99	04/08/09	Common Stock	1,300	\$0.0000	2,800	D	
Director Stock Option with tandem tax withholding right	\$4.7200	03/18/09		M			2,000	10/08/99	04/08/09	Common Stock	2,000	\$0.0000	800	D	
Director Stock Option with tandem tax withholding right	\$4.7200	03/18/09		M			100	10/08/99	04/08/09	Common Stock	100	\$0.0000	700	D	
Director Stock Option with tandem tax withholding right	\$4.7200	03/18/09		M			700	10/08/99	04/08/09	Common Stock	700	\$0.0000	0	D	

Explanation of Responses:

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations.
See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

By: Rose Hoffman, Attorney-in-fact For: Robert J. Frankenberg

03/20/2009

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**Signature of Reporting Person

Date

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

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Frankenberg, Robert J.			National Semiconductor (NSM)		<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)			
Stock Administration, Mail Stop C-1640			3/18/2009			
2900 Semiconductor Dr.			4. If Amendment, Date of Original Filed (Month/Day/Year)		6. Individual or Joint/Group Filing (Check Applicable Line)	
(Street)					<input type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	
Santa Clara, CA 95051						
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			Code	V	Amount	(A) or (D)	Price			
Common Stock	03/18/09		S		1,300	D	\$10.7300	73,111	D	
Common Stock	03/18/09		M		2,000	A	\$4.7200	75,111	D	
Common Stock	03/18/09		S		2,000	D	\$10.7400	73,111	D	
Common Stock	03/18/09		M		100	A	\$4.7200	73,211	D	
Common Stock	03/18/09		S		100	D	\$10.7450	73,111	D	
Common Stock	03/18/09		M		700	A	\$4.7200	73,811	D	
Common Stock	03/18/09		S		700	D	\$10.7500	73,111	D	

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