

# FORM 4

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

OMB APPROVAL	
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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*  <b>Macleod, Donald</b>			2. Issuer Name and Ticker or Trading Symbol  <b>National Semiconductor Corp (NSM)</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)  <b>President &amp; COO</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)  <b>7/10/2009</b>					
<b>Stock Administration, Mail Stop C1-640</b>			4. If Amendment, Date of Original Filed (Month/Day/Year)			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		
<b>2900 Semiconductor Dr.</b>								
(Street)								
<b>Santa Clara, CA 95051</b>								
(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	07/10/09		M		50,000.00	A	\$11.6250	264,844.26	D	
Common Stock	07/10/09		S		50,000.00	D	\$12.0398	214,844.26	D	
Common Stock	07/10/09		M		50,000.00	A	\$11.6250	264,844.26	D	
Common Stock	07/10/09		S		50,000.00	D	\$12.1036	214,844.26	D	
Common Stock								2,468.27	I	by Trust

**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				
Employee Stock Option with tandem tax withholding right	\$11.6250	07/10/09		M			50,000.00	07/15/04 (1)	07/15/09	Common Stock	50,000.00	\$0.0000	50,000.00	D	
Employee Stock Option with tandem tax withholding right	\$11.6250	07/10/09		M			50,000.00	07/15/04 (1)	07/15/09	Common Stock	50,000.00	\$0.0000	0.00	D	

Explanation of Responses:

See continuation page(s) for footnotes

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: Donald Macleod

07/14/2009

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.

**Macleod, Donald**  
**Stock Administration, Mail Stop C1-640**  
**2900 Semiconductor Dr.**  
**Santa Clara, CA 95051**

**National Semiconductor Corp (NSM)**  
**7/10/2009**

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- (1) The stock option becomes exercisable 25% on the first anniversary of the date of grant, and then 1/48th per month for the following 36 months.