

FORM 4

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

OMB APPROVAL	
OMB Number:	3235-0287
Expires:	January 31, 2008
Estimated average burden	
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* Yegnashankaran, Visvamohan			2. Issuer Name and Ticker or Trading Symbol National Semiconductor Corp (NSM)			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) Sr VP, WW Tech Dev		
(Last) Stock Administration, Mail Stop C1-640	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 7/15/2009			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		
2900 Semiconductor Dr. (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. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction 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. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	07/15/09		M		600.00	A	\$11.6250	13,675.77	D	
Common Stock	07/15/09		S (I)		600.00	D	\$12.6300	13,075.77	D	
Common Stock	07/15/09		M		800.00	A	\$11.6250	13,875.77	D	
Common Stock	07/15/09		S (I)		800.00	D	\$12.6250	13,075.77	D	
Common Stock	07/15/09		M		1,083.00	A	\$11.6250	14,158.77	D	
Common Stock	07/15/09		S (I)		1,083.00	D	\$12.6400	13,075.77	D	
Common Stock	07/15/09		M		1,700.00	A	\$11.6250	14,775.77	D	
Common Stock	07/15/09		S (I)		1,700.00	D	\$12.6175	13,075.77	D	
Common Stock	07/15/09		M		2,200.00	A	\$11.6250	15,275.77	D	
Common Stock	07/15/09		S (I)		2,200.00	D	\$12.6200	13,075.77	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				
Non-Qualified Stock Option (right to buy)	\$11.6250	07/15/09		M			600.00	(5)	07/15/09	Common Stock	600.00	\$0.0000	56,400.00	D	
Non-Qualified Stock Option (right to buy)	\$11.6250	07/15/09		M			800.00	(5)	07/15/09	Common Stock	800.00	\$0.0000	55,600.00	D	
Non-Qualified Stock Option (right to buy)	\$11.6250	07/15/09		M			1,083.00	(5)	07/15/09	Common Stock	1,083.00	\$0.0000	54,517.00	D	
Non-Qualified Stock Option (right to buy)	\$11.6250	07/15/09		M			1,700.00	(5)	07/15/09	Common Stock	1,700.00	\$0.0000	52,817.00	D	
Non-Qualified Stock Option (right to buy)	\$11.6250	07/15/09		M			2,200.00	(5)	07/15/09	Common Stock	2,200.00	\$0.0000	50,617.00	D	
Non-Qualified Stock Option (right to buy)	\$11.6250	07/15/09		M			2,600.00	(5)	07/15/09	Common Stock	2,600.00	\$0.0000	48,017.00	D	
Non-Qualified Stock Option (right to buy)	\$11.6250	07/15/09		M			2,800.00	(5)	07/15/09	Common Stock	2,800.00	\$0.0000	45,217.00	D	
Non-Qualified Stock Option (right to buy)	\$11.6250	07/15/09		M			4,656.00	(5)	07/15/09	Common Stock	4,656.00	\$0.0000	40,561.00	D	
Non-Qualified Stock Option (right to buy)	\$11.6250	07/15/09		M			6,600.00	(5)	07/15/09	Common Stock	6,600.00	\$0.0000	33,961.00	D	
Non-Qualified Stock Option (right to buy)	\$11.6250	07/15/09		M			6,800.00	(5)	07/15/09	Common Stock	6,800.00	\$0.0000	27,161.00	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:
Visvamohan Yegnashankaran

07/17/2009

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

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(continued)

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(Print or Type Responses)

1. Name and Address of Reporting Person* Yegnashankaran, Visvamohan			2. Issuer Name and Ticker or Trading Symbol National Semiconductor Corp (NSM)			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)		
(Last) Stock Administration, Mail Stop C1-640	(First) 2900 Semiconductor Dr.	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 7/15/2009					
(Street) Santa Clara, CA 95051			4. If Amendment, Date of Original Filed (Month/Day/Year)			6. Individual or Joint/Group Filing (Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
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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	07/15/09		M		2,600.00	A	\$11.6250	15,675.77	D	
Common Stock	07/15/09		S (I)		2,600.00	D	\$12.6050	13,075.77	D	
Common Stock	07/15/09		M		2,800.00	A	\$11.6250	15,875.77	D	
Common Stock	07/15/09		S (I)		2,800.00	D	\$12.6125	13,075.77	D	
Common Stock	07/15/09		M		4,656.00	A	\$11.6250	17,731.77	D	
Common Stock	07/15/09		S (I)		4,656.00	D	\$12.5800	13,075.77	D	
Common Stock	07/15/09		M		6,600.00	A	\$11.6250	19,675.77	D	
Common Stock	07/15/09		S (I)		6,600.00	D	\$12.5900	13,075.77	D	
Common Stock	07/15/09		M		6,800.00	A	\$11.6250	19,875.77	D	
Common Stock	07/15/09		S (I)		6,800.00	D	\$12.6059	13,075.77	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				
Non-Qualified Stock Option (right to buy)	\$11.6250	07/15/09		M			10,261.00	(5)	07/15/09	Common Stock	10,261.00	\$0.0000	16,900.00	D	
Non-Qualified Stock Option (right to buy)	\$11.6250	07/15/09		M			16,900.00	(5)	07/15/09	Common Stock	16,900.00	\$0.0000	0.00	D	
Non-Qualified Stock Option (right to buy)	\$12.8900	07/15/09		A		30,000.00		(5)	07/15/15	Common Stock	30,000.00	\$0.0000	30,000.00	D	

Explanation of Responses:

See continuation page(s) for footnotes

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**Signature of Reporting Person

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			Code	V	Amount	(A) or (D)	Price			
Common Stock	07/15/09		M		10,261.00	A	\$11.6250	23,336.77	D	
Common Stock	07/15/09		S (I)		10,261.00	D	\$12.5600	13,075.77	D	
Common Stock	07/15/09		M		16,900.00	A	\$11.6250	29,975.77	D	
Common Stock	07/15/09		S (I)		16,900.00	D	\$12.6000	13,075.77	D	
Common Stock	07/15/09		A		7,500.00 (2)	A	\$0.0000	20,575.77	D	
Common Stock	07/15/09		F		2,681.00	D	\$12.8900	17,894.77	D	
Common Stock								6,282.34	I	by Trust1 (3)
Common Stock								65,673.66	I	by Trust2 (3)
Common Stock								18,657.38	I	by Trust3 (4)

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

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				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

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- (1) These shares were sold pursuant to a 10(b)5-1 Plan.
- (2) Shares acquired in payment of Performance Share Unit Awards under our 2005 Executive Officer Equity Plan.
- (3) The nature of the indirect beneficial ownership of the shares shown in lines 2 and 3 in item 4 on Table 1 consists of shares acquired and held for Mr. Yegnashankaran's account by the Company's Retirement and Savings Program, a tax qualified defined contribution plan. As of October 1, 2008, based on unitized valuations provided by the Plan Trustee, a total of 70,207.456 shares were held for Mr. Yegnashankaran's plan accounts in the Program and were fully vested. Shares acquired under the Program are exempt under Rule 16b-3(c). Share amounts will vary based on unitized values provided by the Plan Trustee.
- (4) The nature of the indirect beneficial ownership of the shares shown in line 4 in item 4 on Table 1 consists of shares held for Mr. Yegnashankaran's account by the rabbi trust utilized by the Company's Deferred Compensation Plan, a non tax qualified defined contribution plan. Shares acquired under the Plan are exempt under Rule 16b-3(d).
- (5) 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.