

NATIONAL SEMICONDUCTOR CORP  
Form SC 13D/A  
December 14, 2004

**UNITED STATES  
SECURITIES AND EXCHANGE  
COMMISSION**

Washington, D.C. 20549

**SCHEDULE 13D**

**Under the Securities Exchange Act of 1934  
(Amendment No. 5)\***

OMB APPROVAL  
OMB Number:  
3235-0145

Expires: December 31, 2005  
Estimated average burden  
hours per response. . 11

**National Semiconductor Corporation**

(Name of Issuer)

**Common Stock, \$.50 par value**

(Title of Class of Securities)

**637640103**

(CUSIP Number)

**Ralph V. Whitworth  
Relational Investors, LLC  
11975 El Camino Real, Suite 300  
San Diego, CA 92130  
(858) 704-3333**

(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)

**December 10, 2004**

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

**Note:** Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

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\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 ( Act ) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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CUSIP No. 637640103

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)  
RELATIONAL INVESTORS, LLC
  2. Check the Appropriate Box if a Member of a Group (See Instructions)
    - (a)
    - (b)
  3. SEC Use Only
  4. Source of Funds (See Instructions)  
OO
  5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
  6. Citizenship or Place of Organization  
Delaware
- |   |     |                                      |
|---|-----|--------------------------------------|
|   | 7.  | Sole Voting Power<br>26,513,740      |
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 8.  | Shared Voting Power<br>0             |
|   | 9.  | Sole Dispositive Power<br>26,513,740 |
|   | 10. | Shared Dispositive Power<br>0        |
11. Aggregate Amount Beneficially Owned by Each Reporting Person  
26,513,740
  12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
  13. Percent of Class Represented by Amount in Row (11)  
7.40%
  14. Type of Reporting Person (See Instructions)  
IA/HC/OO

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)  
RELATIONAL INVESTORS, L.P.
2. Check the Appropriate Box if a Member of a Group (See Instructions)
  - (a)
  - (b)
3. SEC Use Only
4. Source of Funds (See Instructions)  
WC
5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
6. Citizenship or Place of Organization  
Delaware

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

7. Sole Voting Power  
9,070,538
8. Shared Voting Power  
0
9. Sole Dispositive Power  
9,070,538
10. Shared Dispositive Power  
0

11. Aggregate Amount Beneficially Owned by Each Reporting Person  
9,070,538
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
13. Percent of Class Represented by Amount in Row (11)  
2.53%
14. Type of Reporting Person (See Instructions)  
PN

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)  
RELATIONAL FUND PARTNERS, L.P.
  2. Check the Appropriate Box if a Member of a Group (See Instructions)
    - (a)
    - (b)
  3. SEC Use Only
  4. Source of Funds (See Instructions)  
WC/OO
  5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
  6. Citizenship or Place of Organization  
Delaware
- |   |     |                                   |  |
|---|-----|-----------------------------------|--|
|   | 7.  | Sole Voting Power<br>231,736      |  |
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 8.  | Shared Voting Power<br>0          |  |
|   | 9.  | Sole Dispositive Power<br>231,736 |  |
|   | 10. | Shared Dispositive Power<br>0     |  |
11. Aggregate Amount Beneficially Owned by Each Reporting Person  
231,736
  12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
  13. Percent of Class Represented by Amount in Row (11)  
0.06%
  14. Type of Reporting Person (See Instructions)  
PN

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)  
RELATIONAL COAST PARTNERS, L.P.
2. Check the Appropriate Box if a Member of a Group (See Instructions)
  - (a)
  - (b)
3. SEC Use Only
4. Source of Funds (See Instructions)  
WC/OO
5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
6. Citizenship or Place of Organization  
Delaware

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

- |     |                                   |
|-----|-----------------------------------|
| 7.  | Sole Voting Power<br>268,466      |
| 8.  | Shared Voting Power<br>0          |
| 9.  | Sole Dispositive Power<br>268,466 |
| 10. | Shared Dispositive Power<br>0     |

11. Aggregate Amount Beneficially Owned by Each Reporting Person  
268,466
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
13. Percent of Class Represented by Amount in Row (11)  
0.07%
14. Type of Reporting Person (See Instructions)  
PN

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)  
RELATIONAL PARTNERS, L.P.
2. Check the Appropriate Box if a Member of a Group (See Instructions)
  - (a)
  - (b)
3. SEC Use Only
4. Source of Funds (See Instructions)  
WC
5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
6. Citizenship or Place of Organization  
Delaware

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

- |     |                                   |
|-----|-----------------------------------|
| 7.  | Sole Voting Power<br>296,088      |
| 8.  | Shared Voting Power<br>0          |
| 9.  | Sole Dispositive Power<br>296,088 |
| 10. | Shared Dispositive Power<br>0     |

11. Aggregate Amount Beneficially Owned by Each Reporting Person  
296,088
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
13. Percent of Class Represented by Amount in Row (11)  
0.08%
14. Type of Reporting Person (See Instructions)  
PN

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)  
RH FUND 1, L.P.
2. Check the Appropriate Box if a Member of a Group (See Instructions)
  - (a)
  - (b)
3. SEC Use Only
4. Source of Funds (See Instructions)  
WC/OO
5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
6. Citizenship or Place of Organization  
Delaware

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

7. Sole Voting Power  
3,421,730
8. Shared Voting Power  
0
9. Sole Dispositive Power  
3,421,730
10. Shared Dispositive Power  
0

11. Aggregate Amount Beneficially Owned by Each Reporting Person  
3,421,730
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
13. Percent of Class Represented by Amount in Row (11)  
0.96%
14. Type of Reporting Person (See Instructions)  
PN



1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)  
RH FUND 2, L.P.
2. Check the Appropriate Box if a Member of a Group (See Instructions)
  - (a)
  - (b)
3. SEC Use Only
4. Source of Funds (See Instructions)  
WC/OO
5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
6. Citizenship or Place of Organization  
Delaware

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

7. Sole Voting Power  
4,868,784
8. Shared Voting Power  
0
9. Sole Dispositive Power  
4,868,784
10. Shared Dispositive Power  
0

11. Aggregate Amount Beneficially Owned by Each Reporting Person  
4,868,784
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
13. Percent of Class Represented by Amount in Row (11)  
1.36%
14. Type of Reporting Person (See Instructions)  
PN

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)  
RELATIONAL INVESTORS III, L.P.
2. Check the Appropriate Box if a Member of a Group (See Instructions)
  - (a)
  - (b)
3. SEC Use Only
4. Source of Funds (See Instructions)  
WC
5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
6. Citizenship or Place of Organization  
Delaware

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

- |     |                                   |
|-----|-----------------------------------|
| 7.  | Sole Voting Power<br>334,113      |
| 8.  | Shared Voting Power<br>0          |
| 9.  | Sole Dispositive Power<br>334,113 |
| 10. | Shared Dispositive Power<br>0     |

11. Aggregate Amount Beneficially Owned by Each Reporting Person  
334,113
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
13. Percent of Class Represented by Amount in Row (11)  
0.09%
14. Type of Reporting Person (See Instructions)  
PN

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)  
RH Fund 4, L.P.
2. Check the Appropriate Box if a Member of a Group (See Instructions)
  - (a)
  - (b)
3. SEC Use Only
4. Source of Funds (See Instructions)  
WC
5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
6. Citizenship or Place of Organization  
Delaware

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

- |     |                                   |
|-----|-----------------------------------|
| 7.  | Sole Voting Power<br>389,006      |
| 8.  | Shared Voting Power<br>0          |
| 9.  | Sole Dispositive Power<br>389,006 |
| 10. | Shared Dispositive Power<br>0     |

11. Aggregate Amount Beneficially Owned by Each Reporting Person  
389,006
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
13. Percent of Class Represented by Amount in Row (11)  
0.11%
14. Type of Reporting Person (See Instructions)  
PN

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)  
RH Fund 6, L.P.
  2. Check the Appropriate Box if a Member of a Group (See Instructions)
    - (a)
    - (b)
  3. SEC Use Only
  4. Source of Funds (See Instructions)  
WC
  5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
  6. Citizenship or Place of Organization  
Delaware
- |   |     |                                   |
|---|-----|-----------------------------------|
|   | 7.  | Sole Voting Power<br>417,256      |
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 8.  | Shared Voting Power<br>0          |
|   | 9.  | Sole Dispositive Power<br>417,256 |
|   | 10. | Shared Dispositive Power<br>0     |
11. Aggregate Amount Beneficially Owned by Each Reporting Person  
417,256
  12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
  13. Percent of Class Represented by Amount in Row (11)  
0.12%
  14. Type of Reporting Person (See Instructions)  
PN

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)  
RH Fund 7, L.P.
  2. Check the Appropriate Box if a Member of a Group (See Instructions)
    - (a)
    - (b)
  3. SEC Use Only
  4. Source of Funds (See Instructions)  
WC
  5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
  6. Citizenship or Place of Organization  
Delaware
- |   |     |                          |         |
|---|-----|--------------------------|---------|
|   | 7.  | Sole Voting Power        | 201,443 |
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 8.  | Shared Voting Power      | 0       |
|   | 9.  | Sole Dispositive Power   | 201,443 |
|   | 10. | Shared Dispositive Power | 0       |
11. Aggregate Amount Beneficially Owned by Each Reporting Person  
201,443
  12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
  13. Percent of Class Represented by Amount in Row (11)  
0.06%
  14. Type of Reporting Person (See Instructions)  
PN

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)  
RELATIONAL INVESTORS VIII, L.P.
2. Check the Appropriate Box if a Member of a Group (See Instructions)
  - (a)
  - (b)
3. SEC Use Only
4. Source of Funds (See Instructions)  
WC
5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
6. Citizenship or Place of Organization  
Delaware

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

- |     |                                     |
|-----|-------------------------------------|
| 7.  | Sole Voting Power<br>2,723,030      |
| 8.  | Shared Voting Power<br>0            |
| 9.  | Sole Dispositive Power<br>2,723,030 |
| 10. | Shared Dispositive Power<br>0       |

11. Aggregate Amount Beneficially Owned by Each Reporting Person  
2,723,030
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
13. Percent of Class Represented by Amount in Row (11)  
0.76%
14. Type of Reporting Person (See Instructions)  
PN

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)  
RELATIONAL INVESTORS X, L.P.
2. Check the Appropriate Box if a Member of a Group (See Instructions)
  - (a)
  - (b)
3. SEC Use Only
4. Source of Funds (See Instructions)  
WC
5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
6. Citizenship or Place of Organization

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

7. Sole Voting Power  
396,159
8. Shared Voting Power  
0
9. Sole Dispositive Power  
396,159
10. Shared Dispositive Power  
0

11. Aggregate Amount Beneficially Owned by Each Reporting Person  
396,159
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
13. Percent of Class Represented by Amount in Row (11)  
0.11%
14. Type of Reporting Person (See Instructions)  
PN

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)  
RELATIONAL INVESTORS XI, L.P.
2. Check the Appropriate Box if a Member of a Group (See Instructions)
 

(a)	<input checked="" type="radio"/>
(b)	<input type="radio"/>
3. SEC Use Only
4. Source of Funds (See Instructions)  
WC
5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
6. Citizenship or Place of Organization

	7.	Sole Voting Power 660,236
Number of Shares Beneficially Owned by Each Reporting Person With	8.	Shared Voting Power 0
	9.	Sole Dispositive Power 660,236
	10.	Shared Dispositive Power 0

11. Aggregate Amount Beneficially Owned by Each Reporting Person  
660,236
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
13. Percent of Class Represented by Amount in Row (11)  
0.18%
14. Type of Reporting Person (See Instructions)  
PN



1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)  
RELATIONAL INVESTORS XII, L.P.
2. Check the Appropriate Box if a Member of a Group (See Instructions)
 

(a)	<input checked="" type="radio"/>
(b)	<input type="radio"/>
3. SEC Use Only
4. Source of Funds (See Instructions)  
WC
5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
6. Citizenship or Place of Organization

	7.	Sole Voting Power	262,059
Number of Shares Beneficially Owned by Each Reporting Person With	8.	Shared Voting Power	0
	9.	Sole Dispositive Power	262,059
	10.	Shared Dispositive Power	0

11. Aggregate Amount Beneficially Owned by Each Reporting Person  
262,059
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
13. Percent of Class Represented by Amount in Row (11)  
0.07%
14. Type of Reporting Person (See Instructions)  
PN

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)  
RALPH V. WHITWORTH
  2. Check the Appropriate Box if a Member of a Group (See Instructions)
 

(a)	<input checked="" type="radio"/>
(b)	<input type="radio"/>
  3. SEC Use Only
  4. Source of Funds (See Instructions)  
NA
  5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
  6. Citizenship or Place of Organization  
United States
- |   |     |  |
|---|-----|--|
|   | 7.  | Sole Voting Power<br>0                 |
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 8.  | Shared Voting Power<br>26,513,740      |
|   | 9.  | Sole Dispositive Power<br>0            |
|   | 10. | Shared Dispositive Power<br>26,513,740 |
11. Aggregate Amount Beneficially Owned by Each Reporting Person  
26,513,740
  12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
  13. Percent of Class Represented by Amount in Row (11)  
7.40%
  14. Type of Reporting Person (See Instructions)  
IN

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)  
DAVID H. BATCHELDER
2. Check the Appropriate Box if a Member of a Group (See Instructions)
  - (a)
  - (b)
3. SEC Use Only
4. Source of Funds (See Instructions)  
NA
5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
6. Citizenship or Place of Organization  
United States

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

7. Sole Voting Power  
0
8. Shared Voting Power  
26,513,740
9. Sole Dispositive Power  
0
10. Shared Dispositive Power  
26,513,740

11. Aggregate Amount Beneficially Owned by Each Reporting Person  
26,513,740
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
13. Percent of Class Represented by Amount in Row (11)  
7.40%
14. Type of Reporting Person (See Instructions)  
IN

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)  
JOEL L. REED
2. Check the Appropriate Box if a Member of a Group (See Instructions)
  - (a)
  - (b)
3. SEC Use Only
4. Source of Funds (See Instructions)  
NA
5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
6. Citizenship or Place of Organization  
United States

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

7. Sole Voting Power  
0
8. Shared Voting Power  
26,513,740
9. Sole Dispositive Power  
0
10. Shared Dispositive Power  
26,513,740

11. Aggregate Amount Beneficially Owned by Each Reporting Person  
26,513,740
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
13. Percent of Class Represented by Amount in Row (11)  
7.40%
14. Type of Reporting Person (See Instructions)  
IN

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)  
JAMES J. ZEHENTBAUER
2. Check the Appropriate Box if a Member of a Group (See Instructions)
  - (a)
  - (b)
3. SEC Use Only
4. Source of Funds (See Instructions)  
NA
5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
6. Citizenship or Place of Organization  
United States

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

7. Sole Voting Power  
0
8. Shared Voting Power  
26,513,740
9. Sole Dispositive Power  
0
10. Shared Dispositive Power  
26,513,740

11. Aggregate Amount Beneficially Owned by Each Reporting Person  
26,513,740
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
13. Percent of Class Represented by Amount in Row (11)  
7.40%
14. Type of Reporting Person (See Instructions)  
IN

**Item 2. Identity and Background**

This Statement is being filed by and on behalf of Relational Investors, L.P. ( RILP ), Relational Fund Partners, L.P. ( RFP ), Relational Coast Partners, L.P. ( RCP ), Relational Partners, L.P. ( RP ), RH Fund 1, L.P. ( RH1 ), RH Fund 2, L.P. ( RH2 ), Relational Investors III, L.P. ( RI III ), Fund 4, L.P. ( RH4 ), RH Fund 6, L.P. ( RH6 ), RH Fund 7, L.P. ( RH7 ), Relational Investors VIII, L.P. ( RI VIII ), Relational Investors X, L.P. ( RI X ), Relational Investors XI, L.P. ( RI XI ), and Relational Investors XII, L.P. ( RI XII ). Each of RILP, RFP, RCP, RP, RH1, RH2, RI III, RH4, RH6, RH7, RI VIII, RI X, RI XI and RI XII is a Delaware limited partnership. The principal business of each of RILP, RFP, RCP, RP, RH1, RH2, RI III, RH4, RH6, RH7, RI VIII, RI X, RI XI and RI XII is investing in securities.

This Statement is also being filed by and on behalf of Relational Investors, LLC ( RILLC ), a Delaware limited liability company. The principal business of RILLC is being the sole general partner of RILP, RFP, RCP, RP, RH1, RH2, RH4, RH6, RH7, RI VIII, RI XI, RI XII and as the sole managing member of Relational Asset Management LLC and Relational Investors X GP LLC which serve as the general partners of RI III and RI X, respectively. RILP, RFP, RCP, RP, RH1, RH2, RI III, RH4, RH6, RH7, RI VIII, RI X, RI XI and RI XII and six accounts managed by RILLC are the beneficial owners of the securities covered by this Statement. Pursuant to the Limited Partnership Agreement of each of RILP, RFP, RCP, RP, RH1, RH2, RI III, RH4, RH6, RH7, RI VIII, RI X, RI XI and RI XII and the investment management agreement for the accounts managed by RILLC, RILLC has sole investment discretion and voting authority with respect to the securities covered by this Statement.

This Statement is also being filed by and on behalf of Ralph V. Whitworth, David H. Batchelder, Joel L. Reed and James J. Zehentbauer. Messrs. Whitworth, Batchelder, Reed and Zehentbauer are the Principals of RILLC, in which capacity they share voting control and dispositive power over the securities covered by this Statement. Messrs. Whitworth, Batchelder, Reed and Zehentbauer, therefore, may be deemed to have shared indirect beneficial ownership of such securities. The present principal occupation of each of Messrs. Whitworth, Batchelder, and Zehentbauer is serving as Principals of RILLC. The present principal occupation of Mr. Reed is serving as Principal of Relational Advisors LLC (Messrs. Whitworth, Batchelder, Reed and Zehentbauer, together with RILP, RFP, RCP, RP, RH1, RH2, RI III, RH4, RH6, RH7, RI VIII, RI X, RI XI, RI XII and RILLC, hereinafter, the Reporting Persons ).

During the last five years, none of the Reporting Persons has been (i) convicted in a criminal proceeding or (ii) a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

The business address of each of the Reporting Persons is 11975 El Camino Real, Suite 300, San Diego, CA 92130.

Messrs. Whitworth, Batchelder, Reed and Zehentbauer are citizens of the United States.

**Item 3. Source and Amount of Funds or Other Consideration**

Three of the six accounts managed by RILLC purchased an aggregate of 72,742 Shares for a total consideration (including brokerage commissions) of \$630,755.83 derived from capital in the managed accounts and margin borrowings from the client margin accounts at Credit Suisse First Boston Corporation ( CSFBC ). The other three accounts managed by RILLC purchased an aggregate of 2,900,354 Shares for a total consideration (including broker commissions) of \$36,255,928.63 derived from the capital of the managed accounts.

RILP purchased an aggregate of 9,070,538 Shares for total consideration (including brokerage commissions) of \$85,317,883.44 derived from the capital of RILP.

RFP purchased an aggregate of 231,736 Shares for total consideration (including brokerage commissions) of \$2,247,205.24 derived from the capital of RFP and margin borrowings from a margin account at CSFBC.

RCP purchased an aggregate of 268,466 Shares for total consideration (including brokerage commissions) of \$2,403,827.40 derived from the capital of RCP and margin borrowings from a margin account at CSFBC.

RP purchased an aggregate of 296,088 Shares for total consideration (including brokerage commissions) of \$2,531,499.43 derived from the capital of RP.

RH1 purchased an aggregate of 3,421,730 Shares for total consideration (including brokerage commissions) of \$38,995,779.14 derived from the capital of RH1 and margin borrowings from a margin account at CSFBC.

RH2 purchased an aggregate of 4,868,784 Shares for total consideration (including brokerage commissions) of \$47,778,688.63 derived from the capital of RH2 and margin borrowings from a margin account at CSFBC.

RI III purchased an aggregate of 334,113 Shares for total consideration (including brokerage commissions) of \$2,994,553.99 derived from the capital of RI III.

RH4 purchased an aggregate of 389,006 Shares for total consideration (including brokerage commissions) of \$8,382,409.49 derived from the capital of RH4.

RH6 purchased an aggregate of 417,256 Shares for total consideration (including brokerage commissions) of \$8,991,147.70 derived from the capital of RH6.

RH7 purchased an aggregate of 201,443 Shares for total consideration (including brokerage commissions) of \$4,340,750.36 derived from the capital of RH7.

RI VIII purchased an aggregate of 2,723,030 Shares for total consideration (including brokerage commissions) of \$58,676,606.49 derived from the capital of RI VIII.

RI X purchased an aggregate of 396,159 Shares for total consideration (including brokerage commissions) of \$6,483,065.62 derived from the capital of RI X.

RI XI purchased an aggregate of 660,236 Shares for total consideration (including brokerage commissions) of \$10,537,296.38 derived from the capital of RI XI.

RI XII purchased an aggregate of 262,059 Shares for total consideration (including brokerage commissions) of \$4,286,927.00 derived from the capital of RI XII.

Interest on the margin debt balance of each of the margin accounts described above is charged at the then Federal Funds Rate plus 50 basis points. CSFBC has a lien on the Shares held by three of the six accounts managed by RILLC and those held by each of RFP, RCP, RH1 and RH2 to secure repayment of the margin borrowings described above.

**Item 5. Interest in Securities of the Issuer**

(a) As of the date of this Statement, the Reporting Persons beneficially own in the aggregate 26,513,740 Shares constituting 7.40% of the outstanding Shares (the percentage of Shares owned being based upon 358,136,089 Shares outstanding at August 29, 2004 as set forth in the Company's Form 10-Q for the quarter ended August 29, 2004). The Reporting Persons may be deemed to have direct beneficial ownership of the Shares as follows:

NAME	NUMBER OF SHARES	PERCENT OF OUTSTANDING SHARES
RILLC	2,973,096	0.83%
RILP	9,070,538	2.53%
RFP	231,736	0.06%
RCP	268,466	0.07%
RP	296,088	0.08%
RH1	3,421,730	0.96%
RH2	4,868,784	1.36%
RI III	334,113	0.09%
RH4	389,006	0.11%
RH6	417,256	0.12%
RH7	201,443	0.06%
RI VIII	2,723,030	0.76%
RI X	396,159	0.11%
RI XI	660,236	0.18%
RI XII	262,059	0.07%

RILLC, in its capacity as an investment management consultant, may be deemed to possess direct beneficial ownership of the 2,973,096 Shares that are owned by accounts which it manages. Additionally, RILLC, as the sole general partner of each of RILP, RFP, RCP, RP, RH1, RH2, RH4, RH6, RH7, RI VIII, RI XI and RI XII and as the sole managing member of the general partners of RI III and RI X, may be deemed indirectly to own beneficially (as that term is defined in Rule 13d-3 under the Securities Exchange Act of 1934) the Shares of which any of RILP, RFP, RCP, RP, RH1, RH2, RI III, RH4, RH6, RH7, RI VIII, RI X, RI XI and RI XII may be deemed to possess direct beneficial ownership. Each of Messrs. Whitworth, Batchelder, Reed and Zehentbauer, as Principals of RILLC, may be deemed to share beneficial ownership of the Shares which RILLC may beneficially own. Each of Messrs. Whitworth, Batchelder, Reed and Zehentbauer disclaims beneficial ownership of such Shares for all other purposes.

To the best of the knowledge of each of the Reporting Persons, other than as set forth above, none of the persons named in Item 2 is the beneficial owner of any Shares.

(b) RILP has the sole power to vote or direct the vote of 9,070,538 Shares and the sole power to dispose or direct the disposition of such Shares. RFP has the sole power to vote or direct the vote of 231,736 Shares and the sole power to dispose or direct the disposition of such Shares. RCP has the sole power to vote or direct the vote of 268,466 Shares and the sole power to dispose or direct the disposition of such Shares. RP has the sole power to vote or direct the vote of 296,088 Shares and the sole power to dispose or direct the disposition of such Shares. RH1 has the sole power to vote or direct the vote of 3,421,730 Shares and the sole power to dispose or direct the disposition of such Shares. RH2 has the sole power to vote or direct the vote of 4,868,784 Shares and the sole power to dispose or direct the disposition of such Shares. RI III has the sole power to vote or direct the vote of 334,113 Shares and the sole power to dispose or direct the disposition of such Shares. RH4 has the sole power to vote or direct the vote of 389,006 Shares and the sole power to dispose or direct the disposition of such Shares. RH6 has the sole power to vote or direct the vote of 417,256 Shares and the sole power to dispose or direct the disposition of such Shares. RH7 has the sole power to vote or direct the vote of 201,443 Shares and the sole power to dispose or direct the disposition of such Shares. RI VIII has the sole power to vote or direct the vote of 2,723,030 Shares and the sole power to dispose or direct the disposition of such Shares. RI X has the sole power to vote or direct the vote of 396,159 Shares and the sole power to dispose or direct the disposition of such Shares.

RI XI has the sole power to vote or direct the vote of 660,236 Shares and the sole power to dispose or direct the disposition of such Shares.

RI XII has the sole power to vote or direct the vote of 262,059 Shares and the sole power to dispose or direct the disposition of such Shares. RILLC has the sole power to vote or direct the vote 2,973,096 Shares held by six accounts which it manages, and the sole power to dispose or direct the disposition of such Shares. In addition, RILLC, as sole general partner of RILP, RFP, RCP, RP, RH1, RH2, RH4, RH6, RH7, RI VIII, RI XI and RI XII and as the sole managing member of the general partners of RI III and RI X, may be deemed to have the sole power to vote or direct the vote of 23,540,644 Shares held by such Reporting Persons, and the sole power to dispose or direct the disposition of such Shares. Messrs. Batchelder, Whitworth, Reed and Zehentbauer, as the Principals of RILLC, may be deemed to share the power to vote or to direct the vote and to dispose or to direct the disposition of such Shares.

(c) Information concerning transactions in the Shares by the Reporting Persons during the past 60 days is set forth in Exhibit 1 filed with this Statement.

(d) No other person is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the Shares covered by this Statement, except that dividends from, and proceeds from the sale of, the Shares held by the account managed by RILLC may be delivered to such account.

(e) Not applicable.

**Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer**

To the best of the knowledge of the Reporting Persons, there are no contracts, arrangements, understandings or relationships (legal or otherwise) among the Reporting Persons or between the Reporting Persons and any other person with respect to any securities of the Company, including but not limited to transfer or voting of any of the securities, finder's fees, joint ventures, loan or option arrangements, puts or calls, guarantees of profits, division of profits or loss, or the giving or withholding of proxies, except for the investment discretion and voting authority described in Item 2 and as follows: the respective partnership agreements of RILP, RFP, RCP, RP, RH1, RH2, RI III, RH4, RH6, RH7, RI VIII, RI X, RI XI and RI XII each contain provisions whereby its general partner (i.e., RILLC) may, after certain adjustments, receive a percentage of realized or unrealized profits, if any, derived from that partnership's investments.

**Item 7. Material to Be Filed as Exhibits**

The following Exhibits are filed herewith:

1. Information concerning transactions in the Shares affected by the Reporting Persons in the last 60 days.





## Signature

After reasonable inquiry and to the best of their knowledge and belief, the undersigned certify that the information contained in this Statement is true, complete and correct.

Dated: December 13, 2004

**RELATIONAL INVESTORS, L.P.**  
**RELATIONAL FUND PARTNERS, L.P.**  
**RELATIONAL COAST PARTNERS, L.P.**  
**RELATIONAL PARTNERS, L.P.**  
**RH FUND 1, L.P.**  
**RH FUND 2, L.P.**  
**RELATIONAL INVESTORS III, L.P.**  
**RH FUND 4, L.P.**  
**RH FUND 6, L.P.**  
**RH FUND 7, L.P.**  
**RELATIONAL INVESTORS VIII, L.P.**  
**RELATIONAL INVESTORS X, L.P.**  
**RELATIONAL INVESTORS XI, L.P.**  
**RELATIONAL INVESTORS XII, L.P.**

By: Relational Investors, LLC  
as general partner to each, except as the sole managing member of the general partners of Relational Investors III, L.P.  
and Relational Investors X, L.P.

By: /s/ Ralph V. Whitworth  
Ralph V. Whitworth  
Principal

**RELATIONAL INVESTORS, LLC**

By: /s/ Ralph V. Whitworth  
Ralph V. Whitworth  
Principal

/s/ Ralph V. Whitworth  
Ralph V. Whitworth

/s/ David H. Batchelder  
David H. Batchelder

/s/ Joel L. Reed  
Joel L. Reed

/s/ James J. Zehentbauer  
James J. Zehentbauer



**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Description</b>
1.	Information concerning transactions in the Shares effected by the Reporting Persons in the last 60 days.