

MCCRACKEN EDWARD R
Form 4
September 23, 2011

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 OF SECURITIES

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 *
MCCRACKEN EDWARD R

2. Issuer Name and Ticker or Trading Symbol
NATIONAL SEMICONDUCTOR CORP [NSM]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
09/23/2011

Director 10% Owner
 Officer (give title below) Other (specify below)

STOCK ADMINISTRATION, M/S
G1-1160, 2900 SEMICONDUCTOR DRIVE

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

SANTA CLARA, CA 95051

(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 Ownership (Instr. 4)
				Code V	Amount (A) or (D) Price		
Common Stock, par value \$0.50 per share ⁽¹⁾	09/23/2011		D		116,551 D \$ 25 <u>(1)</u> 0	D	
Common Stock, par value \$0.50 per share ⁽²⁾	09/23/2011		D		36,000 D \$ 25 <u>(2)</u> 0	D	
Common Stock, par	09/23/2011		D		40,000 D \$ 25 <u>(1)</u> 0	I	See Footnote

value \$0.50 (3)
per share (1)

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

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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 Underlying Securities (Instr. 3 and 4)	8. Pr Deriv Secur (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock option (right to buy) (4)	\$ 15.57	09/23/2011		D	10,000 (4)	(4)	(4)	Common Stock	10,000 (4)
Stock option (right to buy) (4)	\$ 17.15	09/23/2011		D	20,000 (4)	(4)	(4)	Common Stock	20,000 (4)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MCCRACKEN EDWARD R STOCK ADMINISTRATION, M/S G1-1160 2900 SEMICONDUCTOR DRIVE SANTA CLARA, CA 95051	X			

Signatures

/s/ Rose Hoffman; Attorney-in-fact for Edward R. McCracken

09/23/2011

Signature of Reporting Person

Date

Explanation of Responses:

* 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).

(1) At the effective time of the merger pursuant to the Agreement and Plan of Merger, dated as of April 4, 2011 (the "Merger Agreement"), by and among National Semiconductor Corporation (the "Company"), Texas Instruments Incorporated and Orion Merger Corp., each share of the Company's common stock was converted into the right to receive \$25.00 per share in cash, without interest and less any amount withheld for taxes.

(2) Consists of restricted stock granted under the Company's Director Stock Plan. Pursuant to the Merger Agreement, all of the Company's restricted stock awards that were granted under the Company's equity plans and that were outstanding immediately prior to the change-of-control associated with the merger, whether or not vested, vested and were cancelled upon the change-of-control and were converted into the right to receive cash, without interest, equal to the product of (A) \$25.00 and (B) the number of shares subject to such restricted stock.

(3) Shares held by Thistlewood Foundation. The reporting person is an officer of Thistlewood Foundation and disclaims beneficial ownership of these shares except to his pecuniary interest therein.

(4) Pursuant to the Merger Agreement, each option to purchase shares of the Company's Common Stock that was outstanding and unexercised immediately prior to the change-of-control associated with the merger that was granted under the Director Stock Option Plan, whether or not vested, vested and became fully exercisable and was cancelled upon such change-of-control and was converted into the right to receive cash, without interest, equal to the product of (A) the excess, if any, of \$25.00 over the exercise price per share and (B) the number of shares subject to such option.

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

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