

NATIONAL SEMICONDUCTOR CORP
 Form 4
 June 23, 2011

FORM 4

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

OMB APPROVAL

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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 *
CHEW LEWIS

(Last) (First) (Middle)

STOCK ADMINISTRATION,
 MAIL STOP G1-1160, 2900
 SEMICONDUCTOR DR.

(Street)

SANTA CLARA, CA 95051

(City) (State) (Zip)

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

3. Date of Earliest Transaction
 (Month/Day/Year)
 06/21/2011

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
 Senior Vice President and CFO

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

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 or Price		
Common Stock	06/21/2011		A		100,000 (1) \$ 0	D	
Common Stock	06/21/2011		D		46,680 (2) \$ 24.64	D	
Common Stock	06/21/2011		A		150,000 (1) \$ 0	D	
Common Stock	06/21/2011		D		70,020 (2) \$ 24.64	D	
					533.408	I	by Trust

Common
Stock

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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	\$ 0	06/21/2011		A	75,000	<u>(3)</u>	06/21/2015	Common Stock	75,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

CHEW LEWIS
STOCK ADMINISTRATION, MAIL STOP
G1-1160
2900 SEMICONDUCTOR DR.
SANTA CLARA, CA 95051

Senior Vice President and CFO

Signatures

By: Rose Hoffman; Attorney-in-fact For: Lewis Chew

06/23/2011

**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) Shares acquired in payment of Performance Share Unit Awards under our 2005 Executive Officer Equity Plan.

(2) These shares were withheld for taxes.

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(3) These units vest ratably over four years and are converted when vested into shares of stock.

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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