

NATIONAL SEMICONDUCTOR CORP  
Form 3  
June 06, 2005

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 \*

Â NOONEN MICHAEL  
(Last) (First) (Middle)

2. Date of Event Requiring Statement

(Month/Day/Year)  
05/30/2005

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

4. Relationship of Reporting Person(s) to Issuer

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

STOCK ADMINISTRATION,  
MAIL STOP C1-640,Â 2900  
SEMICONDUCTOR DR.

(Street)

SANTA CLARA,Â CAÂ 95051

(City) (State) (Zip)

(Check all applicable)

Director  10% Owner  
 Officer  Other  
(give title below) (specify below)  
Sr. VP WW Marketing and Sales

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 Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	272.8063	D	Â
Common Stock	92.3287	I	by Trust.

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

SEC 1473 (7-02)

**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 control number.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security	4. Conversion or Exercise	5. Ownership Form of	6. Nature of Indirect Beneficial Ownership
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	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	(Instr. 5)
Non-Qualified Stock Option (right to buy)	Â (1)	10/17/2012	Common Stock	15,000	\$ 6.3	D	Â
Non-Qualified Stock Option (right to buy)	Â (2)	02/11/2013	Common Stock	12,000	\$ 6.545	D	Â
Non-Qualified Stock Option (right to buy)	Â (3)	08/06/2012	Common Stock	13,124	\$ 8.025	D	Â
Non-Qualified Stock Option (right to buy)	Â (4)	04/15/2013	Common Stock	15,000	\$ 8.375	D	Â
Non-Qualified Stock Option (right to buy)	Â (5)	07/15/2009	Common Stock	60,000	\$ 11.625	D	Â
Non-Qualified Stock Option (right to buy)	Â (6)	09/24/2011	Common Stock	75,000	\$ 11.75	D	Â
Non-Qualified Stock Option (right to buy)	Â (7)	04/16/2012	Common Stock	39,000	\$ 17.1	D	Â
Non-Qualified Stock Option (right to buy)	Â (8)	07/13/2010	Common Stock	40,000	\$ 19.1	D	Â
Non-Qualified Stock Option (right to buy)	Â (9)	01/27/2010	Common Stock	15,000	\$ 19.15	D	Â
Non-Qualified Stock Option (right to buy)	Â (10)	05/09/2011	Common Stock	80,000	\$ 19.74	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NOONEN MICHAEL STOCK ADMINISTRATION, MAIL STOP C1-640 2900 SEMICONDUCTOR DR. SANTA CLARA, CA 95051	Â	Â	Â Sr. VP WW Marketing and Sales	Â

## Signatures

By: Susan Schmidt For: Michael E. Noonen  
Date: 06/06/2005

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 5(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).

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- (1) The stock option became exercisable in four equal annual installments beginning on October 17, 2003.
- (2) The stock option became exercisable in four equal annual installments beginning on February 11, 2004.
- (3) The stock option became exercisable in four equal annual installments beginning on August 6, 2003.
- (4) The stock option became exercisable in four equal annual installments beginning on April 15, 2004.
- (5) The stock option became exercisable 25% on July 15, 2004, and then 1/48th per month for the following 36 months.
- (6) The stock option became exercisable in four equal annual installments beginning on September 24, 2002.
- (7) The stock option became exercisable in four equal annual installments beginning on April 16, 2003.
- (8) The stock option becomes exercisable 25% on July 13, 2005 and then 1/48th per month for the following 36 months.
- (9) The stock option became exercisable 25% on January 27, 2005 and then 1/48th per month for the following 36 months.
- (10) The stock option becomes exercisable 25% on May 9, 2006 and then 1/48th per month for the following 36 months.

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**Remarks:**

The nature of the indirect beneficial ownership shown in item 4 on Table 1 is shares held by t

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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