

FRANKENBERG ROBERT J
Form 4
March 20, 2009

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 *
FRANKENBERG ROBERT J

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)
03/18/2009

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

STOCK ADMINISTRATION,
MAIL STOP C-1640, 2900
SEMICONDUCTOR DR.

(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		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	Price			
Common Stock	03/18/2009		M		11,111	A \$ 4.72	73,111	D	
Common Stock	03/18/2009		M		100	A \$ 4.72	73,211	D	
Common Stock	03/18/2009		S		100	D \$ 10.7	73,111	D	
Common Stock	03/18/2009		M		1,589	A \$ 4.72	74,700	D	
	03/18/2009		S		1,589	D \$ 10.71	73,111	D	

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Common Stock							
Common Stock	03/18/2009	M	2,500	A	\$ 4.72	75,611	D
Common Stock	03/18/2009	S	2,500	D	\$ 10.72	73,111	D
Common Stock	03/18/2009	M	600	A	\$ 4.72	73,711	D
Common Stock	03/18/2009	S	600	D	\$ 10.725	73,111	D
Common Stock	03/18/2009	M	1,300	A	\$ 4.72	74,411	D
Common Stock	03/18/2009	S	1,300	D	\$ 10.73	73,111	D
Common Stock	03/18/2009	M	2,000	A	\$ 4.72	75,111	D
Common Stock	03/18/2009	S	2,000	D	\$ 10.74	73,111	D
Common Stock	03/18/2009	M	100	A	\$ 4.72	73,211	D
Common Stock	03/18/2009	S	100	D	\$ 10.745	73,111	D
Common Stock	03/18/2009	M	700	A	\$ 4.72	73,811	D
Common Stock	03/18/2009	S	700	D	\$ 10.75	73,111	D

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

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(9-02)

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)
				Code	V (A) (D)		Title

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					Date Exercisable	Expiration Date		Amount or Number of Shares
Director Stock Option with tandem tax withholding right	\$ 4.72	03/18/2009	M	11,111	10/08/1999	04/08/2009	Common Stock	11,111
Director Stock Option with tandem tax withholding right	\$ 4.72	03/18/2009	M	100	10/08/1999	04/08/2009	Common Stock	100
Director Stock Option with tandem tax withholding right	\$ 4.72	03/18/2009	M	1,589	10/08/1999	04/08/2009	Common Stock	1,589
Director Stock Option with tandem tax withholding right	\$ 4.72	03/18/2009	M	2,500	10/08/1999	04/08/2009	Common Stock	2,500
Director Stock Option with tandem tax withholding right	\$ 4.72	03/18/2009	M	600	10/08/1999	04/08/2009	Common Stock	600
Director Stock Option with tandem tax withholding right	\$ 4.72	03/18/2009	M	1,300	10/08/1999	04/08/2009	Common Stock	1,300
Director Stock Option with tandem tax withholding right	\$ 4.72	03/18/2009	M	2,000	10/08/1999	04/08/2009	Common Stock	2,000
	\$ 4.72	03/18/2009	M	100	10/08/1999	04/08/2009		100

Director
 Stock
 Option with
 tandem tax
 withholding
 right

Common
 Stock

Director
 Stock
 Option with
 tandem tax
 withholding
 right

\$ 4.72 03/18/2009 M 700 10/08/1999 04/08/2009

Common
 Stock 700

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FRANKENBERG ROBERT J STOCK ADMINISTRATION, MAIL STOP C-1640 2900 SEMICONDUCTOR DR. SANTA CLARA, CA 95051	X			

Signatures

By: Rose Hoffman, Attorney-in-fact For: Robert J.
 Frankenberg

03/20/2009

__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).

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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