

DANZIG RICHARD J
 Form 4
 January 19, 2011

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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 *
 DANZIG RICHARD 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)
 01/14/2011

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

STOCK ADMINISTRATION, M/S
 G1-1160, 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 (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	01/14/2011		M		5,017 A \$ 13.9375	96,037.8092	D
Common Stock	01/14/2011		S		5,017 D \$ 14.6897	91,020.8092	D
Common Stock	01/14/2011		M		824 A \$ 13.9375	91,844.8092	D
Common Stock	01/14/2011		S		824 D \$ 14.6988	91,020.8092	D
	01/14/2011		M		3,600 A \$ 10.6	94,620.8092	D

Edgar Filing: DANZIG RICHARD J - Form 4

Common Stock							
Common Stock	01/14/2011	S	3,600	D	\$ 14.6638	91,020.8092	D
Common Stock	01/14/2011	M	4,900	A	\$ 10.6	95,920.8092	D
Common Stock	01/14/2011	S	4,900	D	\$ 14.6645	91,020.8092	D
Common Stock	01/14/2011	M	1,050	A	\$ 10.6	92,070.8092	D
Common Stock	01/14/2011	S	1,050	D	\$ 14.6648	91,020.8092	D
Common Stock	01/14/2011	M	200	A	\$ 10.6	91,220.8092	D
Common Stock	01/14/2011	S	200	D	\$ 14.665	91,020.8092	D
Common Stock	01/14/2011	M	1,600	A	\$ 10.6	92,620.8092	D
Common Stock	01/14/2011	S	1,600	D	\$ 14.6672	91,020.8092	D
Common Stock	01/14/2011	M	1,000	A	\$ 10.6	92,020.8092	D
Common Stock	01/14/2011	S	1,000	D	\$ 14.67	91,020.8092	D
Common Stock	01/14/2011	M	441	A	\$ 10.6	91,461.8092	D
Common Stock	01/14/2011	S	441	D	\$ 14.6708	91,020.8092	D
Common Stock	01/14/2011	M	400	A	\$ 10.6	91,420.8092	D
Common Stock	01/14/2011	S	400	D	\$ 14.6725	91,020.8092	D
Common Stock	01/14/2011	M	1,000	A	\$ 10.6	92,020.8092	D
Common Stock	01/14/2011	S	1,000	D	\$ 14.675	91,020.8092	D
Common Stock	01/14/2011	M	2,400	A	\$ 10.6	93,420.8092	D
Common Stock	01/14/2011	S	2,400	D	\$ 14.6769	91,020.8092	D
	01/14/2011	M	3,050	A	\$ 10.6	94,070.8092	D

Edgar Filing: DANZIG RICHARD J - Form 4

Common Stock							
Common Stock	01/14/2011		S	3,050	D	\$ 14.6916	91,020.8092 D
Common Stock	01/14/2011		M	200	A	\$ 10.6	91,220.8092 D
Common Stock	01/14/2011		S	200	D	\$ 14.695	91,020.8092 D
Common Stock	01/14/2011		M	159	A	\$ 10.6	91,179.8092 D
Common Stock	01/14/2011		S	159	D	\$ 14.7	91,020.8092 D

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

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.

SEC 1474
(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 Security (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 10.6	01/14/2011		M	3,600	03/21/2002 09/21/2011	Common Stock	3,600	
Non-Qualified Stock Option (right to buy)	\$ 10.6	01/14/2011		M	4,900	03/21/2002 09/21/2011	Common Stock	4,900	
Non-Qualified Stock Option (right to buy)	\$ 10.6	01/14/2011		M	1,050	03/21/2002 09/21/2011	Common Stock	1,050	
Non-Qualified Stock Option (right to buy)	\$ 10.6	01/14/2011		M	200	03/21/2002 09/21/2011	Common Stock	200	

Edgar Filing: DANZIG RICHARD J - Form 4

Non-Qualified Stock Option (right to buy)	\$ 10.6	01/14/2011	M	1,600	03/21/2002	09/21/2011	Common Stock	1,600
Non-Qualified Stock Option (right to buy)	\$ 10.6	01/14/2011	M	1,000	03/21/2002	09/21/2011	Common Stock	1,000
Non-Qualified Stock Option (right to buy)	\$ 10.6	01/14/2011	M	441	03/21/2002	09/21/2011	Common Stock	441
Non-Qualified Stock Option (right to buy)	\$ 10.6	01/14/2011	M	400	03/21/2002	09/21/2011	Common Stock	400
Non-Qualified Stock Option (right to buy)	\$ 10.6	01/14/2011	M	1,000	03/21/2002	09/21/2011	Common Stock	1,000
Non-Qualified Stock Option (right to buy)	\$ 10.6	01/14/2011	M	2,400	03/21/2002	09/21/2011	Common Stock	2,400
Non-Qualified Stock Option (right to buy)	\$ 10.6	01/14/2011	M	3,050	03/21/2002	09/21/2011	Common Stock	3,050
Non-Qualified Stock Option (right to buy)	\$ 10.6	01/14/2011	M	200	03/21/2002	09/21/2011	Common Stock	200
Non-Qualified Stock Option (right to buy)	\$ 10.6	01/14/2011	M	159	03/21/2002	09/21/2011	Common Stock	159
Non-Qualified Stock Option (right to buy)	\$ 13.94	01/14/2011	M	400	07/24/2001	01/24/2011	Common Stock	400
Non-Qualified Stock Option (right to buy)	\$ 13.94	01/14/2011	M	1,500	07/24/2001	01/24/2011	Common Stock	1,500
Non-Qualified Stock Option (right to buy)	\$ 13.94	01/14/2011	M	2,100	07/24/2001	01/24/2011	Common Stock	2,100
Non-Qualified Stock Option (right to buy)	\$ 13.94	01/14/2011	M	100	07/24/2001	01/24/2011	Common Stock	100
Non-Qualified Stock Option (right to buy)	\$ 13.94	01/14/2011	M	1,800	07/24/2001	01/24/2011	Common Stock	1,800
Non-Qualified Stock Option	\$ 13.94	01/14/2011	M	500	07/24/2001	01/24/2011	Common Stock	500

Edgar Filing: DANZIG RICHARD J - Form 4

(right to buy)										
Non-Qualified Stock Option (right to buy)	\$ 13.94	01/14/2011	M	331	07/24/2001	01/24/2011	Common Stock	33		
Non-Qualified Stock Option (right to buy)	\$ 13.94	01/14/2011	M	2,869	07/24/2001	01/24/2011	Common Stock	2,8		
Non-Qualified Stock Option (right to buy)	\$ 13.94	01/14/2011	M	200	07/24/2001	01/24/2011	Common Stock	20		
Non-Qualified Stock Option (right to buy)	\$ 13.94	01/14/2011	M	159	07/24/2001	01/24/2011	Common Stock	15		
Non-Qualified Stock Option (right to buy)	\$ 13.94	01/14/2011	M	500	07/24/2001	01/24/2011	Common Stock	50		
Non-Qualified Stock Option (right to buy)	\$ 13.94	01/14/2011	M	400	07/24/2001	01/24/2011	Common Stock	40		
Non-Qualified Stock Option (right to buy)	\$ 13.94	01/14/2011	M	3,000	07/24/2001	01/24/2011	Common Stock	3,0		
Non-Qualified Stock Option (right to buy)	\$ 13.94	01/14/2011	M	100	07/24/2001	01/24/2011	Common Stock	10		
Non-Qualified Stock Option (right to buy)	\$ 13.94	01/14/2011	M	200	07/24/2001	01/24/2011	Common Stock	20		
Non-Qualified Stock Option (right to buy)	\$ 13.94	01/14/2011	M	5,017	07/24/2001	01/24/2011	Common Stock	5,0		
Non-Qualified Stock Option (right to buy)	\$ 13.94	01/14/2011	M	824	07/24/2001	01/24/2011	Common Stock	82		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DANZIG RICHARD J STOCK ADMINISTRATION, M/S G1-1160 2900 SEMICONDUCTOR DR. SANTA CLARA, CA 95051	X			

Signatures

By: Rose Hoffman, Attorney-in-fact For: Richard J.
Danzig

01/19/2011

__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).

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

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.