

APPLETON STEVEN 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 \*  
APPLETON STEVEN 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)
				(A) or (D)	Price		
				Code	V	Amount	
Common Stock, par value \$0.50 per share <sup>(1)</sup>	09/23/2011		D		35,612	D	\$ 25 <sub>(1)</sub> 0 D
Common Stock, par value \$0.50 per share <sup>(2)</sup>	09/23/2011		D		36,000	D	\$ 25 <sub>(2)</sub> 0 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)	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) <sup>(3)</sup>	\$ 17.15	09/23/2011		D	20,000 <sup>(3)</sup>	<sup>(3)</sup>	<sup>(3)</sup>	Common Stock <sup>(3)</sup>	20,000 <sup>(3)</sup>
Stock option (right to buy) <sup>(3)</sup>	\$ 15.57	09/23/2011		D	10,000 <sup>(3)</sup>	<sup>(3)</sup>	<sup>(3)</sup>	Common Stock <sup>(3)</sup>	10,000 <sup>(3)</sup>

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

APPLETON STEVEN R  
STOCK ADMINISTRATION, M/S G1-1160  
2900 SEMICONDUCTOR DRIVE  
SANTA CLARA, CA 95051

X

## Signatures

/s/ Rose Hoffman; Attorney-in-fact for Steven R.  
Appleton

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

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amount withheld for taxes.

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

(2) 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.

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,

(3) 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. 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.