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

SEC
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Section

JUN 21 2010

FORM 11-K

Washington, DC
124

FOR ANNUAL REPORTS OF EMPLOYEE STOCK PURCHASE, SAVINGS
AND SIMILAR PLANS PURSUANT TO SECTION 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE
ACT OF 1934

For the fiscal year ended December 31, 2009

OR

TRANSITION REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934

For the transition period from ____ to ____.

Commission File Number: 1-6453

A. Full title of the plan and the address of the plan, if different from that of the issues named below:

NATIONAL SEMICONDUCTOR CORPORATION RETIREMENT AND SAVINGS PROGRAM
(title of plan)

B. Name of issuer of the securities held pursuant to the plan and the address of its principal executive
office;

NATIONAL SEMICONDUCTOR CORPORATION
2900 Semiconductor Drive, P.O. Box 58090
Santa Clara, California 95052-8090

**NATIONAL SEMICONDUCTOR CORPORATION
RETIREMENT AND SAVINGS PROGRAM**

Table of Contents

	<u>PAGE</u>
REQUIRED INFORMATION	1
<u>FINANCIAL INFORMATION</u> (Prepared in accordance with the financial reporting requirements of ERISA).	
Report of Independent Registered Public Accounting Firm	F-1
Audited Financial Statements:	
Statements of Net Assets Available for Benefits, December 31, 2009 and 2008	F-2
Statements of Changes in Net Assets Available for Benefits, Years Ended December 31, 2009 and 2008	F-3
Notes to Financial Statements	F-4 - F-12
Supplemental Schedule	F-13
Schedule H, Part IV, Line 4(i)—Schedule of Assets Held for Investment Purposes, December 31, 2009	F-14
SIGNATURE	2
INDEX TO EXHIBITS	3
EXHIBIT 23.1 CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	4

NATIONAL SEMICONDUCTOR CORPORATION
RETIREMENT AND SAVINGS PROGRAM

REQUIRED INFORMATION

Items 1-3

National Semiconductor Corporation Retirement and Savings Program Financial Statements and Supplemental Schedules for the years ended December 31, 2009 and 2008, together with Report of Independent Registered Public Accounting Firm prepared in accordance with the standards of the Public Company Accounting Oversight Board and the financial reporting requirements of ERISA.

NATIONAL SEMICONDUCTOR CORPORATION
RETIREMENT AND SAVINGS PROGRAM
FINANCIAL STATEMENTS
AND SUPPLEMENTAL SCHEDULE
TOGETHER WITH REPORT OF INDEPENDENT
REGISTERED PUBLIC ACCOUNTING FIRM
DECEMBER 31, 2009 AND 2008

MORRIS, DAVIS & CHAN LLP
Certified Public Accountants

**NATIONAL SEMICONDUCTOR CORPORATION
RETIREMENT AND SAVINGS PROGRAM**

TABLE OF CONTENTS

	<u>PAGE</u>
Report of Independent Registered Public Accounting Firm	F-1
Statements of Net Assets Available for Benefits, December 31, 2009 and 2008.....	F-2
Statements of Changes in Net Assets Available for Benefits, Years Ended December 31, 2009 and 2008	F-3
Notes to Financial Statements	F-4 – F-12
Supplemental Schedule.....	F-13
Schedule H, Part IV, Line 4(i) – Schedule of Assets Held for Investment Purposes, December 31, 2009	F-14



MORRIS, DAVIS & CHAN LLP

Certified Public Accountants

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Administrative Committee
National Semiconductor Corporation
Retirement and Savings Program

We have audited the accompanying Statements of Net Assets Available for Benefits of the **National Semiconductor Corporation Retirement and Savings Program** (the Program) as of December 31, 2009 and 2008, and the related Statements of Changes in Net Assets Available for Benefits for the years then ended. These financial statements are the responsibility of the Program's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Program's internal control over financial reporting. Accordingly, we express no such opinion. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Program as of December 31, 2009 and 2008, and the changes in net assets available for benefits for the years then ended, in conformity with U.S. generally accepted accounting principles.

Our audits were performed for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental schedule of assets held for investment purposes as of December 31, 2009 is presented for the purpose of additional analysis and is not a required part of the basic financial statements, but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. This supplemental schedule is the responsibility of the Program's management. The supplemental schedule has been subjected to the auditing procedures applied in the audit of the basic financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

Morris, Davis & Chan LLP

Oakland, California
June 15, 2010

NATIONAL SEMICONDUCTOR CORPORATION
RETIREMENT AND SAVINGS PROGRAM
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
DECEMBER 31, 2009 AND 2008

	2009	2008
<u>Assets</u>		
Investments, at Fair Value:		
Money Market Fund and Interest-Bearing Cash	\$ 110,271,274	\$ 128,460,859
Common Stock - National Semiconductor Corporation	59,981,553	46,173,236
Mutual Funds	582,098,221	458,631,993
Participant Loans	9,904,249	10,661,061
Total investments	762,255,297	643,927,149
Receivables:		
Employer Contributions	1,105,971	1,643,978
Investment Income	951,933	474,693
Total receivables	2,057,904	2,118,671
 Total Assets	 764,313,201	 646,045,820
 <u>Liabilities</u>		
 Payable for Investments Purchased	 463,575	 1,148,907
 Total Liabilities	 463,575	 1,148,907
 NET ASSETS AVAILABLE FOR BENEFITS	 \$ 763,849,626	 \$ 644,896,913

The accompanying notes are an integral part of the financial statements.

NATIONAL SEMICONDUCTOR CORPORATION
RETIREMENT AND SAVINGS PROGRAM
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
FOR THE YEARS ENDED DECEMBER 31, 2009 AND 2008

	2009	2008
Income (loss) from Investments:		
Net Realized and Unrealized Appreciation		
(Depreciation) in Fair Value of Investments	\$ 151,333,913	\$ (342,120,961)
Dividends	10,269,114	26,637,541
Interest	470,299	655,262
	162,073,326	(314,828,158)
Contributions:		
Participants	23,749,143	29,199,997
Employer	14,455,190	17,557,546
	38,204,333	46,757,543
Benefit Distributions	(81,264,797)	(78,811,492)
Administrative Expenses	(60,149)	(71,638)
Net Increase (Decrease)	118,952,713	(346,953,745)
NET ASSETS AVAILABLE FOR BENEFITS		
BEGINNING OF YEAR	644,896,913	991,850,658
END OF YEAR	\$ 763,849,626	\$ 644,896,913

The accompanying notes are an integral part of the financial statements.

NATIONAL SEMICONDUCTOR CORPORATION
RETIREMENT AND SAVINGS PROGRAM
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2009 AND 2008

(1) Description of the Program

The following description of the **National Semiconductor Retirement and Savings Program** (the Program) provides only general information. For a complete description of the Program's provisions, participants should refer to the Program document.

General

The Program is a defined contribution plan sponsored by National Semiconductor Corporation (the Company or NSC as the Program Sponsor). The Program is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended.

The Program is administered by the Administrative Committee. Fidelity Management Trust Company is the Trustee of the Program. Fidelity Investments serves as the Recordkeeper.

Trust Fund

A trust fund (the Trust) was created under terms of an agreement between the Company and Fidelity Management Trust Company. The Trust comprises all of the cash and stock contributions to the Program, the investment of such contributions, any resulting earnings, losses, appreciation, and depreciation, less payments made to participants. Under the agreement, the cash contributions are used to purchase mutual funds issued by Fidelity Investments and other mutual fund companies. A NSC Stock Fund accounts for employee and employer cash contributions used in purchasing NSC Common Stock, as well as NSC Common Stock employer contributions.

Contributions

Participants may elect to contribute to the Program any whole percentage of eligible compensation up to a maximum of 30%. Contributions made by participants are subject to a maximum tax-deferred total of \$16,500 and \$15,500 for participants under age 50 for calendar years 2009 and 2008, respectively. Additional catch-up contributions of \$5,500 and \$5,000 are permitted for participants age 50 and over in 2009 and 2008, respectively.

The Company's annual matching contribution is 150%, or any other percentage as the Board may determine for any given Program year or years, of the participants' elected contribution made as of any given pay date that are not in excess of 4% of such participant's eligible compensation for such pay date.

NATIONAL SEMICONDUCTOR CORPORATION
RETIREMENT AND SAVINGS PROGRAM
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2009 AND 2008

(1) Description of the Program (Continued)

Contributions (Continued)

The percentage and maximum amount the Company contributes is determined by the Board of Directors. The Company contributed \$14,455,190 and \$17,557,546 for the years ended December 31, 2009 and 2008, respectively.

The Company ceased all profit sharing contributions to the Program following the end of its 2004 fiscal year.

The total additions credited to a participant's accounts in a given year shall not exceed the lesser of 100% of the participant's W-2 compensation for the year or \$49,000 and \$46,000 for calendar years 2009 and 2008, respectively, as adjusted for increases in the cost of living.

Participant Accounts

Each participant's account is credited with the participant's contributions and an allocation of (a) the Company's contributions and forfeitures of terminated participants' non-vested accounts and (b) unrealized gains/losses as of each Program year end. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting

Participants are vested immediately in their contributions plus actual earnings thereon. Participants are also immediately vested in the Company's matching contributions at the time contribution is made.

The Program experienced a partial termination for the period from November 1, 2008 through December 31, 2009. As a result, any participant who terminated since November 1, 2008 became 100% vested in his or her Profit Sharing Contribution Account under the Program. In addition, any participant who was actively employed on or after June 1, 2009 will also be 100% vested in his or her Profit Sharing Contribution Account under the Program. Prior to June 1, 2009, the Company's profit sharing contributions vested to participants over a 7 year period, 20% after 3 years of service and 20% annual increments for each additional year of service through year 7 with full vesting occurring upon completion of the 7th year.

NATIONAL SEMICONDUCTOR CORPORATION
RETIREMENT AND SAVINGS PROGRAM
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2009 AND 2008

(1) Description of the Program (Continued)

Participant Loans

Participants may borrow the lesser of 50% of their total vested Retirement and Savings Program account balances or \$50,000, with other limitations as described in the Program document. Interest rates are set on the first business day of the month, and are based on the prime rate quoted in the Wall Street Journal less 1%.

Repayment terms are generally up to 5 years, and may be extended to 10 years for residential loans. Repayment of loans generally is made through payroll deductions. In the event a participant is laid off, on an authorized leave of absence, is for any reason not receiving a paycheck, or is separated from service, such participant shall make direct monthly payments on any loan outstanding. In the event payment is not received by 90 days after the due date, the loan will be in default. Any unpaid balances considered in default are converted to distributions at the time the default occurs.

Payment of Benefits

The Program provides for distribution of benefits in the event of termination based on vesting schedules, as discussed above. Participants who terminate for reasons of normal retirement at age 65, death, or disability become 100% vested regardless of years of service. Early retirement requires the participant to be age 55 or older provided that the sum of the participant's age plus years of service equals or exceeds 65.

(2) Summary of Significant Accounting Policies

Basis of Accounting

The financial statements of the Program are prepared under the accrual method of accounting.

Use of Estimates

The preparation of financial statements in accordance with U.S. generally accepted accounting principles requires the Program management to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results may differ from these estimates.

NATIONAL SEMICONDUCTOR CORPORATION
RETIREMENT AND SAVINGS PROGRAM
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2009 AND 2008

(2) Summary of Significant Accounting Policies (Continued)

Investment Valuation and Income Recognition

Investments are stated at fair market value in accordance with Financial Accounting Standard Boards Accounting Standards Codification Topic 820, *Fair Value Measurements and Disclosures* (FASB ASC 820). Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 4 for discussion of fair value measurements.

Investment transactions are accounted for on the date the securities are purchased or sold (trade date). The difference between fair value and cost of investments held and net realized gain or loss on sale of investments (difference between the proceeds received and the amortized cost of investments sold) is reflected in the Statement of Changes in Net Assets Available for Benefits as net realized and unrealized appreciation in fair value of investments. Dividends are recorded on the ex-dividend date. Interest income is accrued as earned.

The NSC Stock Fund (the Fund) is tracked on a unitized basis. The Fund consists of NSC common stock and short term cash investments sufficient to meet the Fund's daily cash needs. Unitizing the Fund allows for daily trades. The value of a unit reflects the combined market value of NSC common stock and the cash investments held by the Fund. At December 31, 2009, 5,783,173 units were outstanding with a value of \$10.78 per unit. At December 31, 2008, 6,356,447 units were outstanding with a value of \$7.44 per unit.

Payment of Benefits

Benefit distributions are recorded when paid.

Administrative Expenses

Certain investment expenses related to mutual funds and recordkeeping fees are charged to participants investing in those funds. Other fees and administrative expenses of the Program are paid by the Company.

Subsequent Events

The Program's financial statements have been evaluated for subsequent events or transactions through June 15, 2010, the date the financial statements were available to be issued. The Company determined that there are no subsequent events or transactions that require disclosure to or adjustment in the financial statements.

NATIONAL SEMICONDUCTOR CORPORATION
RETIREMENT AND SAVINGS PROGRAM
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2009 AND 2008

(3) Investments

Participants may direct the investment of their account balances into the following funds offered through Fidelity as the Program Trustee: Fidelity Institutional Money Market Portfolio, Fidelity Intermediate Bond Fund, Fidelity Puritan Fund, Fidelity Contrafund, Spartan U.S. Equity Index Fund, Fidelity Low-Priced Stock Fund, American Funds Euro-Pacific Growth Fund, Morgan Stanley Institutional Fund, Inc. Capital Growth Fund, Janus Enterprise Fund, RS Small Cap Growth Fund, Dodge & Cox Stock Fund, Dodge & Cox International Stock Fund, Lord Abbett Mid-Cap Value Fund, Harbor Small Cap Value Fund, Western Asset Core Plus Bond Portfolio, NSC Stock Fund, Vanguard Target Retirement Income Fund, Vanguard Target Retirement 2010 Fund, Vanguard Target Retirement 2015 Fund, Vanguard Target Retirement 2020 Fund, Vanguard Target Retirement 2025 Fund, Vanguard Target Retirement 2030 Fund, Vanguard Target Retirement 2035 Fund, Vanguard Target Retirement 2040 Fund, Vanguard Target Retirement 2045 Fund, and the Vanguard Target Retirement 2050 Fund. In 2008, the Davis New York Venture Fund was added as an investment option, the Fidelity Growth & Income Portfolio was removed as an investment option and the Fidelity Contrafund, Fidelity Puritan Fund and Fidelity Low-Priced Stock Fund each changed to the K-Class offering of the fund. The K-Class has lower overall expenses while maintaining the fund's same investment strategy and risk. In 2009, the following three funds were added as an investment option: the Vanguard Total Bond Market Index Fund, Vanguard Inflation-Protected Securities Fund, and Spartan International Index Fund.

Investments that represent 5% or more of the Program's net assets available for benefits at December 31, 2009 and 2008, are summarized as follows:

	2009	2008
Fidelity Institutional Money Market Fund	\$ 108,393,150	\$ 126,689,640
Fidelity Contrafund	160,538,748	79,591,400
Fidelity Puritan Fund	89,856,489	133,526,558
Fidelity Intermediate Bond Fund	44,110,816	39,440,587
American Funds Euro-Pacific Growth Fund	49,328,529	*
Fidelity Low-Priced Stock Fund	44,726,876	36,086,335
National Semiconductor Corporation Common Stock	59,981,553	46,173,236

* Investment was less than 5% of the Program's net assets at end of the year.

NATIONAL SEMICONDUCTOR CORPORATION
RETIREMENT AND SAVINGS PROGRAM
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2009 AND 2008

(3) Investments (Continued)

The Program's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated (depreciated) in fair value by \$151,333,913 and \$(342,120,961) for the years ended December 31, 2009 and 2008, respectively, as follows:

	2009	2008
Common Stock	\$ 25,594,159	\$ (52,625,612)
Mutual Funds	125,739,754	(289,495,349)
	\$ 151,333,913	\$ (342,120,961)

(4) Fair Value Measurements

FASB ASC 820 establishes a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy under FASB ASC 820 are described below:

Level 1 Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Program has the ability to access.

Level 2 Inputs to the valuation methodology include:

- Quoted prices for similar assets or liabilities in active markets;
- Quoted prices for identical or similar assets or liabilities in inactive markets;
- Inputs other than quoted prices that are observable for the asset or liability;
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

NATIONAL SEMICONDUCTOR CORPORATION
RETIREMENT AND SAVINGS PROGRAM
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2009 AND 2008

(4) Fair Value Measurements (Continued)

Level 3 Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The asset's or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs. Following is a description of the valuation methodologies used for assets measured at fair value.

Money market fund and interest-bearing cash: Valued at cost, which approximates fair value.

Common stock: Valued at the closing price reported on the active market on which the individual securities are traded.

Mutual funds: Valued at the net asset value of shares held by the Program at year end.

Participant loans: Valued at amortized cost, which approximates fair value.

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while the Program believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

The following tables set forth by level, within the fair value hierarchy, the Program's investments at fair value at December 31, 2009 and 2008:

	Investments at Fair Value at December 31, 2009			
	Level 1	Level 2	Level 3	Total
Money Market Fund and Interest-Bearing Cash	\$ 110,271,274	\$ -	\$ -	\$ 110,271,274
Common Stock	59,981,553	-	-	59,981,553
Mutual Funds	582,098,221	-	-	582,098,221
Participant Loans	-	-	9,904,249	9,904,249
Total investments at fair value	\$ 752,351,048	\$ -	\$ 9,904,249	\$ 762,255,297

NATIONAL SEMICONDUCTOR CORPORATION
RETIREMENT AND SAVINGS PROGRAM
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2009 AND 2008

(4) Fair Value Measurements (Continued)

	Investments at Fair Value at December 31, 2008			Total
	Level 1	Level 2	Level 3	
Money Market Fund and Interest-Bearing Cash	\$ 128,460,859	\$ -	\$ -	\$ 128,460,859
Common Stock	46,173,236	-	-	46,173,236
Mutual Funds	458,631,993	-	-	458,631,993
Participant Loans	-	-	10,661,061	10,661,061
Total investments at fair value	<u>\$ 633,266,088</u>	<u>\$ -</u>	<u>\$ 10,661,061</u>	<u>\$ 643,927,149</u>

The table below sets forth the summary of changes in the fair value of the Program's level 3 investments for the years ended December 31, 2009 and 2008.

	2009	2008
<u>Participant Loans:</u>		
Balance, beginning of year	\$ 10,661,061	\$ 10,942,231
Purchases, sales, issuances and settlements-net	<u>(756,812)</u>	<u>(281,170)</u>
Balance, end of year	<u>\$ 9,904,249</u>	<u>\$ 10,661,061</u>

(5) Related Party Transactions

Certain Program investments are shares of mutual funds managed by Fidelity Investments. Fidelity Investments is the recordkeeper as defined by the Program and, therefore these transactions qualify as party-in-interest transactions.

For the years ended December 31, 2009 and 2008, the dividend income on shares of NSC Common Stock held by the Program was \$1,372,959 and \$1,109,543, respectively.

At December 31, 2009 and 2008, the Program also had a dividend receivable of \$326,038 and \$344,024, respectively, on shares of NSC Common Stock held by the Program.

NATIONAL SEMICONDUCTOR CORPORATION
RETIREMENT AND SAVINGS PROGRAM
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2009 AND 2008

(6) Program Termination

The Company has established the Program with the bona fide intention and expectation that it will continue indefinitely and the Company will be able to make its contributions indefinitely. However, the Company is under no obligation to continue its contributions or maintain the Program for any given length of time and may, at its sole and absolute discretion, completely discontinue its contributions or terminate the Program at any time without liability. In the event of termination of the Program or complete discontinuance of contributions, the full value of the accounts of all participants shall become fully vested and nonforfeitable.

In the event of partial termination of the Program, the full value of the accounts of the participants involved in the partial termination shall become fully vested and nonforfeitable.

(7) Federal Income Taxes

The Program obtained its latest determination letter on May 29, 2008, in which the Internal Revenue Service stated that the Program, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code. The Program has been amended since receiving the determination letter. However, the Program Administrator and the Program's tax counsel believe that the Program, as amended, is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code. Therefore, no provision for income taxes has been included in the Program's financial statements.

(8) Risks and Uncertainties

The Program invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statement of net assets available for benefits.

SUPPLEMENTAL SCHEDULE

**NATIONAL SEMICONDUCTOR CORPORATION
RETIREMENT AND SAVINGS PROGRAM**

EIN 95-2095071 PLAN NO. 001

**SCHEDULE H, PART IV, LINE 4(f) - SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES
DECEMBER 31, 2009**

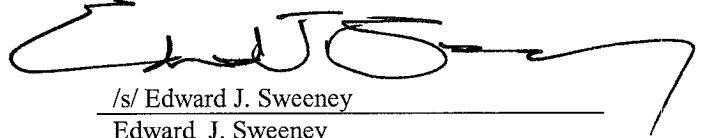
(a)	(b)	(c)	(d)	(e)
	Identity of Issue, Borrower, Lessor, or Similar Party	Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	Cost	Current Value
*	Fidelity	Interest-Bearing Cash	\$ 1,878,124	\$ 1,878,124
*	Fidelity	Institutional Money Market Fund	108,393,150	108,393,150
*	Fidelity	Contrafund	131,369,817	160,538,748
*	Fidelity	Puritan Fund K	75,755,463	89,856,489
*	Fidelity	Intermediate Bond Fund	43,678,385	44,110,816
*	Fidelity	Low-Priced Stock Fund	33,254,149	44,726,876
*	Fidelity	Spartan U.S. Equity Index Fund	42,429,305	37,905,585
*	Fidelity	Spartan International Index Fund	733,696	895,718
*	National Semiconductor Corporation	Common Stock	58,727,676	59,981,553
	American Funds	Euro-Pacific Growth Fund	48,151,327	49,328,529
	Dodge & Cox	Stock Fund	42,627,811	34,047,939
	Dodge & Cox	International Stock Fund	33,450,303	29,011,369
	Janus Funds	Enterprise Fund	15,960,754	17,025,135
	Harbor Capital Advisors, Inc.	Small-Cap Value Fund	9,532,999	8,453,581
	Morgan Stanley Investment Management, Inc.	Capital Growth Fund	11,962,600	14,111,838
	Western Asset	Core Plus Bond Fund	6,985,843	7,145,198
	Lord Abbett	Mid-Cap Value Fund	9,637,002	6,852,557
	RS Investment Management, Inc.	Small Cap Growth Fund	8,847,344	8,969,217
	Davis New York	Venture Fund	2,562,462	2,875,403
	Vanguard	Total Bond Market Index Fund	9,463,453	9,568,795
	Vanguard	Inflation-Protected Securities Fund Adm	2,394,908	2,457,690
	Vanguard	Target Retirement Income Fund	1,076,536	1,096,329
	Vanguard	Target Retirement 2010 Fund	1,105,277	1,116,626
	Vanguard	Target Retirement 2015 Fund	2,358,093	2,284,103
	Vanguard	Target Retirement 2020 Fund	2,396,639	2,578,786
	Vanguard	Target Retirement 2025 Fund	2,236,375	2,241,465
	Vanguard	Target Retirement 2030 Fund	1,437,928	1,391,222
	Vanguard	Target Retirement 2035 Fund	1,367,642	1,319,156
	Vanguard	Target Retirement 2040 Fund	789,603	803,282
	Vanguard	Target Retirement 2045 Fund	906,752	967,797
	Vanguard	Target Retirement 2050 Fund	439,999	417,972
*	Participant Loans	2.25% to 8.50%	-	9,904,249

* Represents Parties-In-Interest as defined under ERISA.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the trustees (or other persons who administer the employee benefit plan) have duly caused this annual report to be signed on its behalf by the undersigned hereunto duly authorized.

National Semiconductor Corporation
Retirement and Savings Program

A handwritten signature in black ink, appearing to read 'E. J. Sweeney', written over a horizontal line.

/s/ Edward J. Sweeney

Edward J. Sweeney
Chairman, Administrative Committee of the
National Semiconductor Corporation
Retirement and Savings Program

Date: June 18, 2010

INDEX TO EXHIBITS

<u>Designation</u>	<u>Description of Exhibit</u>
23.1	Consent of Independent Registered Public Accounting Firm



MORRIS, DAVIS & CHAN LLP
Certified Public Accountants

Exhibit 23.1

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in the Registration Statement Number 33-48943 on Form S-8 of National Semiconductor Corporation filed with the Securities and Exchange Commission, pertaining to the Retirement and Savings Program of National Semiconductor Corporation of our report dated June 15, 2010, with respect to the financial statements and supplemental schedule of National Semiconductor Corporation Retirement and Savings Program included in this Annual Report (Form 11-K) as of December 31, 2009 and for the year then ended.

Morris, Davis & Chan LLP

Oakland, California
June 15, 2010