



National Semiconductor Corporation
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Santa Clara, CA 95051

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VIA FEDERAL EXPRESS

August 16, 2002

Securities & Exchange Commission
450 5th Street, N.W.
Judiciary Plaza
Washington, D.C. 20549-0609
Attention: Jonathan G. Katz, Secretary

RECEIVED
OFFICE OF THE SECRETARY
2002 AUG 19 AM 11:37

Re: National Semiconductor Corporation

Dear Mr. Katz:

Pursuant to the Commission's order under section 21 (a) (1) of the Securities Exchange Act of 1934, enclosed please find the sworn statements executed on behalf of National Semiconductor Corporation by Brian L. Halla, its principal executive officer, and Lewis Chew, its principal financial officer. Should you have any questions concerning the statements, please call me directly at (408) 721-6782.

Very truly yours,

NATIONAL SEMICONDUCTOR CORPORATION

NANCY LUCKE LUDGUS
Associate General Counsel

Enclosures

STATEMENT UNDER OATH OF PRINCIPAL FINANCIAL OFFICER REGARDING FACTS AND CIRCUMSTANCES RELATING TO EXCHANGE ACT FILINGS

I, Lewis Chew, Senior Vice President, Finance and Chief Financial Officer, state and attest that:

- (1) To the best of my knowledge, based upon a review of the covered reports of National Semiconductor Corporation, and, except as corrected or supplemented in a subsequent covered report:
- no covered report contained an untrue statement of a material fact as of the end of the period covered by such report (or in the case of a report on Form 8-K or definitive proxy materials, as of the date on which it was filed); and
- no covered report omitted to state a material fact necessary to make the statements in the covered report, in light of the circumstances under which they were made, not misleading as of the end of the period covered by such report (or in the case of a report on Form 8-K or definitive proxy materials, as of the date on which it was filed).
(2) I have reviewed the contents of this statement with the Audit Committee of the Company's Board of Directors.
(3) In this statement under oath, each of the following, if filed on or before the date of this statement, is a "covered report":
- the Annual Report on Form 10-K of National Semiconductor Corporation for the fiscal year ended May 26, 2002 filed with the Commission;
- all reports on Form 10-Q, all reports on Form 8-K and all definitive proxy materials of National Semiconductor Corporation filed with the Commission subsequent to the filing of the Form 10-K identified above; and
- any amendments to any of the foregoing.

Signature: Lewis Chew
Lewis Chew

Date: August 16, 2002

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State of California)
) ss.
County of Santa Clara)

Subscribed and sworn to before me this 16th day of August 2002.

Karen L. Metz
Notary Public

