

NATIONAL SEMICONDUCTOR CORP  
Form SC 13D/A  
March 03, 2011

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

**SCHEDULE 13D**

Under the Securities Exchange Act of 1934  
(Amendment No. 19)\*

**National Semiconductor Corporation**

(Name of Issuer)

**Common Stock, \$.50 par value**

(Title of Class of Securities)

**637640103**

(CUSIP Number)

**Ralph V. Whitworth  
Relational Investors, LLC  
12400 High Bluff Drive, Suite 600  
San Diego, CA 92130  
(858) 704-3333**

(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)

**March 1, 2011**

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

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**Note:** Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 ( Act ) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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CUSIP No. 637640103

1. Names of Reporting Persons.  
I.R.S. Identification Nos. of above persons (entities only)  
Relational Investors, LLC
2. Check the Appropriate Box if a Member of a Group (See Instructions)  
(a)  x  
(b)  o
3. SEC Use Only
4. Source of Funds (See Instructions)  
OO
5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)  o
6. Citizenship or Place of Organization  
Delaware
7. Sole Voting Power  
11,705,300
8. Shared Voting Power  
-0-
9. Sole Dispositive Power  
11,705,300
10. Shared Dispositive Power  
-0-
11. Aggregate Amount Beneficially Owned by Each Reporting Person  
11,705,300
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)  o
13. Percent of Class Represented by Amount in Row (11)  
4.85%
14. Type of Reporting Person (See Instructions)  
IA/HC/OO

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

1. Names of Reporting Persons.  
I.R.S. Identification Nos. of above persons (entities only)  
Relational Investors, L.P.
2. Check the Appropriate Box if a Member of a Group (See Instructions)  
(a)  x  
(b)  o
3. SEC Use Only
4. Source of Funds (See Instructions)  
WC
5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)  o
6. Citizenship or Place of Organization  
Delaware

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

- |     |                                     |
|-----|-------------------------------------|
| 7.  | Sole Voting Power<br>2,762,916      |
| 8.  | Shared Voting Power<br>-0-          |
| 9.  | Sole Dispositive Power<br>2,762,916 |
| 10. | Shared Dispositive Power<br>-0-     |

11. Aggregate Amount Beneficially Owned by Each Reporting Person  
2,762,916
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)  o
13. Percent of Class Represented by Amount in Row (11)  
1.15%
14. Type of Reporting Person (See Instructions)  
PN

1. Names of Reporting Persons.  
I.R.S. Identification Nos. of above persons (entities only)  
Relational Fund Partners, L.P.
  2. Check the Appropriate Box if a Member of a Group (See Instructions)
 

(a)	<input checked="" type="checkbox"/>
(b)	<input type="checkbox"/>
  3. SEC Use Only
  4. Source of Funds (See Instructions)  
WC/OO
  5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
  6. Citizenship or Place of Organization  
Delaware
- |   |     |                                  |
|---|-----|----------------------------------|
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 7.  | Sole Voting Power<br>30,976      |
|   | 8.  | Shared Voting Power<br>-0-       |
|   | 9.  | Sole Dispositive Power<br>30,976 |
|   | 10. | Shared Dispositive Power<br>-0-  |
11. Aggregate Amount Beneficially Owned by Each Reporting Person  
30,976
  12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
  13. Percent of Class Represented by Amount in Row (11)  
0.01%
  14. Type of Reporting Person (See Instructions)  
PN

1. Names of Reporting Persons.  
I.R.S. Identification Nos. of above persons (entities only)  
Relational Coast Partners, L.P.
2. Check the Appropriate Box if a Member of a Group (See Instructions)
 

(a)	<input checked="" type="checkbox"/>
(b)	<input type="checkbox"/>
3. SEC Use Only
4. Source of Funds (See Instructions)  
WC/OO
5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
6. Citizenship or Place of Organization  
Delaware

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

- |     |                          |         |
|-----|--------------------------|---------|
| 7.  | Sole Voting Power        | 106,659 |
| 8.  | Shared Voting Power      | -0-     |
| 9.  | Sole Dispositive Power   | 106,659 |
| 10. | Shared Dispositive Power | -0-     |

11. Aggregate Amount Beneficially Owned by Each Reporting Person  
106,659
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
13. Percent of Class Represented by Amount in Row (11)  
0.04%
14. Type of Reporting Person (See Instructions)  
PN

1. Names of Reporting Persons.  
I.R.S. Identification Nos. of above persons (entities only)  
RH Fund 1, L.P.
2. Check the Appropriate Box if a Member of a Group (See Instructions)
 

(a)	<input checked="" type="checkbox"/>
(b)	<input type="checkbox"/>
3. SEC Use Only
4. Source of Funds (See Instructions)  
WC/OO
5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
6. Citizenship or Place of Organization  
Delaware
 

7.	Sole Voting Power 772,391
8.	Shared Voting Power -0-
9.	Sole Dispositive Power 772,391
10.	Shared Dispositive Power -0-
11. Aggregate Amount Beneficially Owned by Each Reporting Person  
772,391
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
13. Percent of Class Represented by Amount in Row (11)  
0.32%
14. Type of Reporting Person (See Instructions)  
PN

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

1. Names of Reporting Persons.  
I.R.S. Identification Nos. of above persons (entities only)  
RH Fund 6, L.P.
  2. Check the Appropriate Box if a Member of a Group (See Instructions)
 

(a)	<input checked="" type="checkbox"/>
(b)	<input type="checkbox"/>
  3. SEC Use Only
  4. Source of Funds (See Instructions)  
WC
  5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
  6. Citizenship or Place of Organization  
Delaware
- |     |                                   |
|-----|-----------------------------------|
| 7.  | Sole Voting Power<br>463,465      |
| 8.  | Shared Voting Power<br>-0-        |
| 9.  | Sole Dispositive Power<br>463,465 |
| 10. | Shared Dispositive Power<br>-0-   |
11. Aggregate Amount Beneficially Owned by Each Reporting Person  
463,465
  12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
  13. Percent of Class Represented by Amount in Row (11)  
0.19%
  14. Type of Reporting Person (See Instructions)  
PN

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With



1. Names of Reporting Persons.  
I.R.S. Identification Nos. of above persons (entities only)  
Relational Investors VIII, L.P.
2. Check the Appropriate Box if a Member of a Group (See Instructions)
 

(a)	<input checked="" type="checkbox"/>
(b)	<input type="checkbox"/>
3. SEC Use Only
4. Source of Funds (See Instructions)  
WC
5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
6. Citizenship or Place of Organization  
Delaware
 

7.	Sole Voting Power 2,463,387
8.	Shared Voting Power -0-
9.	Sole Dispositive Power 2,463,387
10.	Shared Dispositive Power -0-
11. Aggregate Amount Beneficially Owned by Each Reporting Person  
2,463,387
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
13. Percent of Class Represented by Amount in Row (11)  
1.02%
14. Type of Reporting Person (See Instructions)  
PN

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

1. Names of Reporting Persons.  
I.R.S. Identification Nos. of above persons (entities only)  
Relational Investors IX, L.P.
2. Check the Appropriate Box if a Member of a Group (See Instructions)
 

(a)	<input checked="" type="checkbox"/>
(b)	<input type="checkbox"/>
3. SEC Use Only
4. Source of Funds (See Instructions)  
WC
5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
6. Citizenship or Place of Organization  
Delaware
 

7.	Sole Voting Power	729,785
8.	Shared Voting Power	-0-
9.	Sole Dispositive Power	729,785
10.	Shared Dispositive Power	-0-
11. Aggregate Amount Beneficially Owned by Each Reporting Person  
729,785
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
13. Percent of Class Represented by Amount in Row (11)  
0.30%
14. Type of Reporting Person (See Instructions)  
PN

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

1. Names of Reporting Persons.  
I.R.S. Identification Nos. of above persons (entities only)  
Relational Investors X, L.P.
2. Check the Appropriate Box if a Member of a Group (See Instructions)
 

(a)	<input checked="" type="checkbox"/>
(b)	<input type="checkbox"/>
3. SEC Use Only
4. Source of Funds (See Instructions)  
WC
5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
6. Citizenship or Place of Organization  
Delaware
 

7.	Sole Voting Power 198,442
8.	Shared Voting Power -0-
9.	Sole Dispositive Power 198,442
10.	Shared Dispositive Power -0-
11. Aggregate Amount Beneficially Owned by Each Reporting Person  
198,442
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
13. Percent of Class Represented by Amount in Row (11)  
0.08%
14. Type of Reporting Person (See Instructions)  
PN

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

1. Names of Reporting Persons.  
I.R.S. Identification Nos. of above persons (entities only)  
Relational Investors XV, L.P.
2. Check the Appropriate Box if a Member of a Group (See Instructions)
 

(a)	<input checked="" type="checkbox"/>
(b)	<input type="checkbox"/>
3. SEC Use Only
4. Source of Funds (See Instructions)  
WC
5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
6. Citizenship or Place of Organization  
Delaware
 

7.	Sole Voting Power 192,978
8.	Shared Voting Power -0-
9.	Sole Dispositive Power 192,978
10.	Shared Dispositive Power -0-
11. Aggregate Amount Beneficially Owned by Each Reporting Person  
192,978
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
13. Percent of Class Represented by Amount in Row (11)  
0.08%
14. Type of Reporting Person (See Instructions)  
PN

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

1. Names of Reporting Persons.  
I.R.S. Identification Nos. of above persons (entities only)  
Relational Investors XVI, L.P.
2. Check the Appropriate Box if a Member of a Group (See Instructions)
 

(a)	<input checked="" type="checkbox"/>
(b)	<input type="checkbox"/>
3. SEC Use Only
4. Source of Funds (See Instructions)  
WC
5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
6. Citizenship or Place of Organization  
Delaware
 

7.	Sole Voting Power 256,041
8.	Shared Voting Power -0-
9.	Sole Dispositive Power 256,041
10.	Shared Dispositive Power -0-
11. Aggregate Amount Beneficially Owned by Each Reporting Person  
256,041
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
13. Percent of Class Represented by Amount in Row (11)  
0.11%
14. Type of Reporting Person (See Instructions)  
PN

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

1. Names of Reporting Persons.  
I.R.S. Identification Nos. of above persons (entities only)  
Relational Investors XX, L.P.
  2. Check the Appropriate Box if a Member of a Group (See Instructions)
 

(a)	<input checked="" type="checkbox"/>
(b)	<input type="checkbox"/>
  3. SEC Use Only
  4. Source of Funds (See Instructions)  
WC
  5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
  6. Citizenship or Place of Organization  
Delaware
- |     |                                   |
|-----|-----------------------------------|
| 7.  | Sole Voting Power<br>154,505      |
| 8.  | Shared Voting Power<br>-0-        |
| 9.  | Sole Dispositive Power<br>154,505 |
| 10. | Shared Dispositive Power<br>-0-   |
11. Aggregate Amount Beneficially Owned by Each Reporting Person  
154,505
  12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
  13. Percent of Class Represented by Amount in Row (11)  
0.06%
  14. Type of Reporting Person (See Instructions)  
PN

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

1. Names of Reporting Persons.  
I.R.S. Identification Nos. of above persons (entities only)  
Relational Investors XXII, L.P.
2. Check the Appropriate Box if a Member of a Group (See Instructions)
 

(a)	<input checked="" type="checkbox"/>
(b)	<input type="checkbox"/>
3. SEC Use Only
4. Source of Funds (See Instructions)  
WC
5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
6. Citizenship or Place of Organization  
Delaware
 

7.	Sole Voting Power 255,809
8.	Shared Voting Power -0-
9.	Sole Dispositive Power 255,809
10.	Shared Dispositive Power -0-
11. Aggregate Amount Beneficially Owned by Each Reporting Person  
255,809
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
13. Percent of Class Represented by Amount in Row (11)  
0.11%
14. Type of Reporting Person (See Instructions)  
PN

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

1. Names of Reporting Persons.  
I.R.S. Identification Nos. of above persons (entities only)  
Relational Investors XXIII, L.P.
  2. Check the Appropriate Box if a Member of a Group (See Instructions)
 

(a)	<input checked="" type="checkbox"/>
(b)	<input type="checkbox"/>
  3. SEC Use Only
  4. Source of Funds (See Instructions)  
WC/OO
  5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
  6. Citizenship or Place of Organization  
Delaware
- |     |                                   |
|-----|-----------------------------------|
| 7.  | Sole Voting Power<br>209,166      |
| 8.  | Shared Voting Power<br>-0-        |
| 9.  | Sole Dispositive Power<br>209,166 |
| 10. | Shared Dispositive Power<br>-0-   |
- Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With
11. Aggregate Amount Beneficially Owned by Each Reporting Person  
209,166
  12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
  13. Percent of Class Represented by Amount in Row (11)  
0.09%
  14. Type of Reporting Person (See Instructions)  
PN



1. Names of Reporting Persons.  
I.R.S. Identification Nos. of above persons (entities only)  
Relational Investors Alpha Fund I, L.P.
2. Check the Appropriate Box if a Member of a Group (See Instructions)
 

(a)	<input checked="" type="checkbox"/>
(b)	<input type="checkbox"/>
3. SEC Use Only
4. Source of Funds (See Instructions)  
WC
5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
6. Citizenship or Place of Organization  
Delaware
 

7.	Sole Voting Power	465,969
8.	Shared Voting Power	-0-
9.	Sole Dispositive Power	465,969
10.	Shared Dispositive Power	-0-
11. Aggregate Amount Beneficially Owned by Each Reporting Person  
465,969
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
13. Percent of Class Represented by Amount in Row (11)  
0.19%
14. Type of Reporting Person (See Instructions)  
PN

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

1. Names of Reporting Persons.  
I.R.S. Identification Nos. of above persons (entities only)  
Ralph V. Whitworth
  2. Check the Appropriate Box if a Member of a Group (See Instructions)
 

(a)	<input checked="" type="checkbox"/>
(b)	<input type="checkbox"/>
  3. SEC Use Only
  4. Source of Funds (See Instructions)  
NA
  5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
  6. Citizenship or Place of Organization  
United States
- |   |     |  |
|---|-----|--|
|   | 7.  | Sole Voting Power<br>-0-               |
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 8.  | Shared Voting Power<br>11,705,300      |
|   | 9.  | Sole Dispositive Power<br>-0-          |
|   | 10. | Shared Dispositive Power<br>11,705,300 |
11. Aggregate Amount Beneficially Owned by Each Reporting Person  
11,705,300
  12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
  13. Percent of Class Represented by Amount in Row (11)  
4.85%
  14. Type of Reporting Person (See Instructions)  
IN

1. Names of Reporting Persons.  
I.R.S. Identification Nos. of above persons (entities only)  
David H. Batchelder
  2. Check the Appropriate Box if a Member of a Group (See Instructions)
 

(a)	<input checked="" type="checkbox"/>
(b)	<input type="checkbox"/>
  3. SEC Use Only
  4. Source of Funds (See Instructions)  
NA
  5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
  6. Citizenship or Place of Organization  
United States
- |   |     |  |
|---|-----|--|
|   | 7.  | Sole Voting Power<br>-0-               |
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 8.  | Shared Voting Power<br>11,705,300      |
|   | 9.  | Sole Dispositive Power<br>-0-          |
|   | 10. | Shared Dispositive Power<br>11,705,300 |
11. Aggregate Amount Beneficially Owned by Each Reporting Person  
11,705,300
  12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
  13. Percent of Class Represented by Amount in Row (11)  
4.85%
  14. Type of Reporting Person (See Instructions)  
IN

## Item 1. Security and Issuer

This Schedule 13D/A constitutes the nineteenth amendment to the Schedule 13D originally filed by the Reporting Persons with the Securities and Exchange Commission (the **SEC**) on March 3, 2003 (the **Statement**) and amended by Amendments No. 1, No. 2, No. 3, No. 4, No. 5, No. 6, No. 7, No. 8, No. 9, No. 10, No. 11, No. 12, No. 13, No. 14, No. 15, No. 16, No. 17 and No. 18 filed by the Reporting Persons with the Securities and Exchange Commission on June 20, 2003, July 22, 2003, January 16, 2004, June 14, 2004, December 14, 2004, January 25, 2005, June 28, 2005, August 24, 2006, May 8, 2007, July 30, 2007, April 2, 2008, June 27, 2008, December 19, 2008, January 9, 2009, January 20, 2009, January 3, 2011, January 21, 2011 and February 10, 2011 respectively ( **Amendments** ) with respect to shares of the common stock (the **Shares** ) of National Semiconductor Corporation (the **Company** ). Except as specifically amended by this Schedule 13D/A, the Statement, as amended by the Amendments, remains in full force and effect.

## Item 2. Identity and Background

This Statement is being filed by and on behalf of Relational Investors, L.P. ( **RILP** ), Relational Fund Partners, L.P. ( **RFP** ), Relational Coast Partners, L.P. ( **RCP** ), RH Fund 1, L.P. ( **RH1** ), RH Fund 6, L.P. ( **RH6** ), Relational Investors VIII, L.P. ( **RI VIII** ), Relational Investors IX, L.P. ( **RI IX** ), Relational Investors X, L.P. ( **RI X** ), Relational Investors XV, L.P. ( **RI XV** ), Relational Investors XVI, L.P. ( **RI XVI** ), Relational Investors XX, L.P. ( **RI XX** ), Relational Investors XXII, L.P. ( **RI XXII** ), Relational Investors XXIII, L.P. ( **RI XXIII** ) and Relational Investors Alpha Fund I, L.P. ( **RIA 1** ), collectively, the **Relational LPs**. Each of the Relational LPs is a Delaware limited partnership. The principal business of each, is investing in securities.

This Statement is also being filed by and on behalf of Relational Investors, LLC ( **RILLC** ), a Delaware limited liability company. The principal business of RILLC is being the sole general partner, or the sole managing member of the general partner, of certain investment partnerships, including the Relational LPs and investment adviser of certain client managed accounts, the **Managed Accounts**. The Relational LPs and the **Managed Accounts** are the beneficial owners of the securities covered by this Statement. Pursuant to the Limited Partnership Agreement of each of the Relational LPs and the investment management agreement of the **Managed Accounts**, RILLC has sole investment discretion and voting authority with respect to the securities covered by this Statement.

This Statement is also being filed by and on behalf of Ralph V. Whitworth and David H. Batchelder. Messrs. Whitworth and Batchelder are the Principals of RILLC, in which capacity they share voting control and dispositive power over the securities covered by this Statement. Messrs. Whitworth and Batchelder, therefore, may be deemed to have shared indirect beneficial ownership of such securities. The present principal occupation of each of Messrs. Whitworth and Batchelder is serving as Principals of RILLC (Messrs. Whitworth and Batchelder, together with Relational LPs and RILLC, hereinafter, the **Reporting Persons** ).

During the last five years, none of the Reporting Persons has been (i) convicted in a criminal proceeding (excluding traffic violations and similar misdemeanors) or (ii) a party to a civil proceeding of a judicial or administrative body of competent jurisdiction, and as a result of such proceeding, was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

The business address of each of the Reporting Persons is 12400 High Bluff Drive, Suite 600, San Diego, CA 92130.

Messrs. Whitworth and Batchelder are citizens of the United States.

## Item 3. Source and Amount of Funds or Other Consideration

Item 3 of the Statement is hereby amended and restated as follows:

RILLC and the **Managed Accounts** purchased an aggregate of 2,642,811 Shares for a total consideration (including brokerage commissions) of \$40.7 million derived from capital of RILLC and the **Managed Accounts**.

The Relational LPs purchased an aggregate of 9,062,489 Shares for total consideration (including brokerage commissions) of \$151.0 million derived from the capital of the Relational LPs and margin borrowings from Credit Suisse Securities (USA) LLC ( **CSSU** ) for RFP, RCP, RH1, RI

XX and RI XXIII.

Interest on the margin debt balance of the margin accounts described above is charged at the then Federal Funds Rate plus 50 basis points. CSSU has a lien on the Shares held by RFP, RCP, RH1, RI XX and RI XXIII to secure repayment of the margin borrowings described above.

**Item 5. Interest in Securities of the Issuer**

Item 5 of the Statement is hereby amended and restated as follows:

(a) As of the date of this Statement, the Reporting Persons beneficially owned in the aggregate 11,705,300 Shares, constituting 4.85% of the outstanding Shares. The percentage of Shares owned being based upon 241,141,890 Shares outstanding on November 28, 2010, as set forth in the Issuer's Form 10-Q for the quarter ended November 28, 2010. The Reporting Persons may be deemed to have direct beneficial ownership of the Shares as follows:

NAME	NUMBER OF SHARES	% OF OUTSTANDING SHARES	VOTING AND DISPOSITIVE POWER
RILLC	2,642,811	1.10%	Sole
RILP	2,762,916	1.15%	Sole
RFP	30,976	0.01%	Sole
RCP	106,659	0.04%	Sole
RH1	772,391	0.32%	Sole
RH6	463,465	0.19%	Sole
RI VIII	2,463,387	1.02%	Sole
RI IX	729,785	0.30%	Sole
RI X	198,442	0.08%	Sole
RI XV	192,978	0.08%	Sole
RI XVI	256,041	0.11%	Sole
RI XX	154,505	0.06%	Sole
RI XXII	255,809	0.11%	Sole
RI XXIII	209,166	0.09%	Sole
RIA 1	465,969	0.19%	Sole

RILLC, individually and in its capacity as an investment adviser, may be deemed to possess direct beneficial ownership of the 2,642,811 Shares that are owned by it and the Managed Accounts. Additionally, RILLC, as the sole general partner, or sole managing member of the general partner, of each of Relational LPs may be deemed to beneficially own (as that term is defined in Rule 13d-3 under the Securities Exchange Act of 1934, as amended) the 9,062,489 Shares beneficially owned by the Relational LPs because the limited partnership agreements of the Relational LPs specify that RILLC has sole investment discretion and voting authority with respect to those Shares.

Each of Messrs. Whitworth and Batchelder, as Principals of RILLC, may be deemed to share indirect beneficial ownership of the Shares which RILLC may beneficially own. Each of Messrs. Whitworth and Batchelder disclaims beneficial ownership of such Shares for all other purposes.

To the best of the knowledge of each of the Reporting Persons, other than as set forth above, none of the persons named in Item 2 is the beneficial owner of any Shares.

- (b) See item (a) above.
- (c) Information concerning transactions in the Shares affected by Reporting Persons in the last 60 days and not previously reported is set forth in Exhibit A filed with this Statement.
- (d) No other person is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the Shares covered by this Statement, except that dividends from, and proceeds from the sale of, the Shares held by accounts managed by RILLC may be delivered to such accounts.
- (e) The Reporting Persons ceased to be the beneficial owner of more than 5 percent of the shares on March 2, 2011.

**Item 7. Material to Be Filed as Exhibits**

The following Exhibits are filed herewith:

Exhibit A Information concerning transactions in the Shares affected by the Reporting Persons in the last 60 days and not previously reported.

**Signature**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: March 3, 2011

RELATIONAL INVESTORS, L.P.  
RELATIONAL FUND PARTNERS, L.P.  
RELATIONAL COAST PARTNERS, L.P.  
RH FUND 1, L.P.  
RH FUND 6, L.P.  
RELATIONAL INVESTORS VIII, L.P.  
RELATIONAL INVESTORS IX, L.P.  
RELATIONAL INVESTORS X, L.P.  
RELATIONAL INVESTORS XV, L.P.  
RELATIONAL INVESTORS XVI, L.P.  
RELATIONAL INVESTORS XX, L.P.  
RELATIONAL INVESTORS XXII, L.P.  
RELATIONAL INVESTORS XXIII, L.P.  
RELATIONAL INVESTORS ALPHA FUND I, L.P.

By: RELATIONAL INVESTORS, LLC  
as general partner to each, except as the sole managing member of the general partners of Relational Alpha Fund I, L.P. and Relational Investors X, L.P.

By: */s/ Ralph V. Whitworth*  
Ralph V. Whitworth, Principal

RELATIONAL INVESTORS, LLC

By: */s/ Ralph V. Whitworth*  
Ralph V. Whitworth, Principal

*/s/ Ralph V. Whitworth*  
Ralph V. Whitworth

*/s/ David H. Batchelder*  
David H. Batchelder