

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2005-05-02** | Period of Report: **2005-04-28**
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ISSUER

FAIRCHILD SEMICONDUCTOR INTERNATIONAL INC

CIK: **1036960** | IRS No.: **043363001** | State of Incorporation: **DE** | Fiscal Year End: **1226**
SIC: **3674** Semiconductors & related devices

Mailing Address

*82 RUNNING HILL RD
SOUTH PORTLAND ME 04106*

Business Address

*82 RUNNING HILL RD
SOUTH PORTLAND ME 04106
2077758100*

REPORTING OWNER

GROTH PETE

CIK: **1227205**
Type: **4** | Act: **34** | File No.: **001-15181** | Film No.: **05792279**

Mailing Address

*C/O FAIRCHILD
SEMICONDUCTOR
82 RUNNING HILL RD
SOUTH PORTLAND OR 04106*

Business Address

*C/O FAIRCHILD
SEMICONDUCTOR
82 RUNNING HILL RD
MS34-46
SOUTH PORTLAND OR 04106*

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person GROTH PETE			2. Issuer Name and Ticker or Trading Symbol FAIRCHILD SEMICONDUCTOR INTERNATIONAL INC [NYSE: FCS]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Vice President, Treasurer		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 04/28/2005			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person		
FAIRCHILD SEMICONDUCTOR INTERNATIONAL, 82 RUNNING HILL ROAD			4. If Amendment, Date Original Filed(Month/Day/Year)					
(Street) SOUTH PORTLAND, ME 04106								
(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	(A) or (D)	Price			
Common Stock, par value \$.01 per share	04/28/2005		M		162	A	\$ 0	1,495 ⁽²⁾	D	

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Deferred Stock Units	⁽³⁾	04/28/2005		M		162		⁽¹⁾	⁽¹⁾	Common Stock, par value \$.01 per share	162	\$ 0	323	D	

Explanation of Responses:

1. Grant vests in 25% increments on each of the first four anniversaries of the Grant date of 4/28/03, or earlier upon certain events.
2. Includes shares acquired under Issuer's Employee Stock Purchase Plan
3. 1 for 1

Signatures

/s/ Paul D. Delva (Attorney-in-Fact)

** Signature of Reporting Person

05/02/2005

Date

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

* 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.

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 Number.