

TEXAS INSTRUMENTS INC  
Form 4  
May 10, 2016

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
RITCHIE KEVIN J

2. Issuer Name and Ticker or Trading Symbol  
TEXAS INSTRUMENTS INC  
[TXN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
12500 TI BOULEVARD  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
05/09/2016

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Sr. Vice President

DALLAS, TX 75243

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

(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	05/09/2016		M		43,750	A	\$ 32.36
Common Stock	05/09/2016		M		50,000	A	\$ 32.8
Common Stock	05/09/2016		M		61,499	A	\$ 44.09
Common Stock	05/09/2016		S <sup>(1)</sup>		155,249	D	\$ 57.0475
							231,699
							281,699
							343,198
							187,949

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. Amount or Number of Shares
NQ Stock Option (Right to Buy)	\$ 32.36	05/09/2016		M	43,750	<u>(2)</u> 01/26/2022	Common Stock	43,750
NQ Stock Option (Right to Buy)	\$ 32.8	05/09/2016		M	50,000	<u>(3)</u> 01/25/2023	Common Stock	50,000
NQ Stock Option (Right to Buy)	\$ 44.09	05/09/2016		M	61,499	<u>(4)</u> 01/23/2024	Common Stock	61,499

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RITCHIE KEVIN J 12500 TI BOULEVARD DALLAS, TX 75243			Sr. Vice President	

## Signatures

/s/ Muriel C. McFarling, Attorney in Fact  
05/10/2016

\*\*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) The price in Table 1 is a weighted average sale price. The sales were at prices ranging from \$57.00 to \$57.19. The Issuer undertakes to provide upon request a detailed breakout of the sale prices and the number of shares sold at each price.
- (2) The option became exercisable in four equal annual installments beginning on January 26, 2013.
- (3) The option becomes exercisable in four equal annual installments beginning on January 25, 2014.
- (4) The option becomes exercisable in four equal annual installments beginning on January 23, 2015.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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