

DEHNE TIMOTHY R  
Form 4  
November 26, 2008

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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**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 \*  
DEHNE TIMOTHY R

2. Issuer Name and Ticker or Trading Symbol  
NATIONAL INSTRUMENTS  
CORP /DE/ [NATI]

5. Relationship of Reporting Person(s) to Issuer  
  
(Check all applicable)  
  
 Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Senior Vice President

(Last) (First) (Middle)  
  
C/O NATIONAL INSTRUMENTS  
CORP, 11500 NORTH MOPAC  
BLDG C

3. Date of Earliest Transaction  
(Month/Day/Year)  
11/03/2008

(Street)  
  
AUSTIN, TX 78759

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 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)
				(A) or (D)	Price		
Common Stock	11/03/2008		M	V	166 <sup>(1)</sup>	A	\$ 21.59 61,830 D
Common Stock	11/24/2008		M		8,178	A	\$ 20.12 70,008 D
Common Stock	11/24/2008		S		200	D	\$ 22.746 69,808 D
Common Stock	11/24/2008		S		100	D	\$ 22.752 69,708 D
	11/24/2008		S		400	D	69,308 D

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Common Stock					\$		
Common Stock					22.755		
Common Stock	11/24/2008	S	1,000	D	\$ 22.93	68,308	D
Common Stock	11/24/2008	S	300	D	\$ 22.96	68,008	D
Common Stock	11/24/2008	S	1,000	D	\$ 22.97	67,008	D
Common Stock	11/24/2008	S	483	D	\$ 23	66,525	D
Common Stock	11/24/2008	S	1,000	D	\$ 23.1	65,525	D
Common Stock	11/24/2008	S	1,221	D	\$ 23.11	64,304	D
Common Stock	11/24/2008	S	396	D	\$ 23.15	63,908	D
Common Stock	11/24/2008	S	600	D	\$ 23.23	63,308	D
Common Stock	11/24/2008	S	100	D	\$ 23.16	63,208	D
Common Stock	11/24/2008	S	200	D	\$ 23.25	63,008	D
Common Stock	11/24/2008	S	680	D	\$ 23.26	62,328	D
Common Stock	11/24/2008	S	400	D	\$ 23.27	61,928	D
Common Stock	11/24/2008	S	98	D	\$ 23.29	61,830	D

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

**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 control number.**

SEC 1474  
(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)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. D
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