NATIONAL INSTRUMENTS CORP /DE/

Form 4

September 28, 2009

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB APPROVAL

OMB 3235-0287 Number:

January 31, Expires: 2005

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response... 0.5

Check this box if no longer subject to Section 16.

Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Washington, D.C. 20549

Form 5 obligations may continue. See Instruction

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(b).

09/28/2009

(Print or Type	Responses)									
1. Name and A	2. Issuer Name and Ticker or Trading Symbol NATIONAL INSTRUMENTS CORP /DE/ [NATI]					5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(Month/I				te of Earliest Transaction hth/Day/Year) 8/2009				X Director Officer (give below)		Owner er (specify
				4. If Amendment, Date Original Filed(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting		
(City)	(State)	(Zip)				~		Person		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	e 2A. Dee Execution		3. Transaction Code (Instr. 8)	4. Securi	ities A ispose 4 and (A)	cquired d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect
Common Stock	09/28/2009			Code V	Amount 1,000 (1)	or (D) D	Price \$ 27.45	(Instr. 3 and 4) 847,390	D	
Common Stock	09/28/2009			S	2,000 (1)	D	\$ 27.95	845,390	D	
Common Stock	09/28/2009			S	1,000 (1)	D	\$ 27.45	847,391	I	by Spouse
Common Stock	09/28/2009			S	2,000 (1)	D	\$ 27.95	845,391	I	by Spouse

669,574

I

500 (1) D

S

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Common Stock				\$ 2	8 27.45			by Laura Kodosky trust
Common Stock	09/28/2009	S	1,000 D	\$ 2	S 27.95	668,574	I	by Laura Kodosky trust
Common Stock	09/28/2009	S	500 <u>(1)</u> D	\$ 2	S 27.45	669,574	I	by Karen Kodosky trust
Common Stock	09/28/2009	S	1,000 D	\$ 2	S 27.95	668,574	I	by Karen Kodosky trust

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)

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	Date Exerc	cisable and	7. Titl	le and	8. Price of	9
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration Da	ate	Amou	ınt of	Derivative	J
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	,
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)]
	Derivative				Securities			(Instr.	3 and 4)		(
	Security				Acquired]
					(A) or						J
					Disposed						-
					of (D)						(
					(Instr. 3,						
					4, and 5)						
									Amount		
									or		
						Date	Expiration	Title	Number		
						Exercisable	Date	Title	of		
				Code V	(A) (D)				Shares		
				Code v	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships					
·	Director	10% Owner	Officer	Other		
KODOSKY JEFFREY L C/O NATIONAL INSTRUMENTS CORP 11500 N. MOPAC EXPRESSWAY AUSTIN, TX 78759	X					

Reporting Owners 2

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Date

Signatures

David G. Hugley as attorney-in-fact for Jeffrey L.	09/28/2009
Kodosky	071201200

**Signature of Reporting Person

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) Shares were sold under Reporting Person's 10(b)5-1 Plan.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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