RAZDAN ASH Form 4 May 03, 2010

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or Form 5

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * **RAZDAN ASH**

(First)

2. Issuer Name and Ticker or Trading Symbol

NATIONAL INSTRUMENTS CORP /DE/ [NATI]

3. Date of Earliest Transaction

(Month/Day/Year) 05/01/2010

11500 NORTH MOPAC, BLDG C (Street)

(Middle)

4. If Amendment, Date Original Filed(Month/Day/Year)

3.

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

OMB

Number:

Expires:

response...

Estimated average

burden hours per

OMB APPROVAL

3235-0287

January 31,

2005

0.5

Director 10% Owner Officer (give title __X_ Other (specify below) below)

Dir Corp Dev & Ofc of Pres

6. Individual or Joint/Group Filing(Check Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting Person

AUSTIN, TX 78759

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

Code V Amount

4. Securities

5. Amount of Securities Beneficially Owned Following Reported

6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Indirect (I) Ownership (Instr. 4) (Instr. 4)

Transaction(s)

or (Instr. 3 and 4) (D) Price

Common Stock

05/01/2010

M 1,650 Α (1) 51,221

(A)

D

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

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

(9-02)

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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. Transacti Code (Instr. 8)	orof Deri Secu Acq (A) (Disp of (I	osed (a) (a) (b) (a)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(1)	05/01/2010		M		400	(2)	05/01/2020	Common Stock	2,023
Restricted Stock Units	(1)	05/01/2010		M		400	(2)	05/01/2021	Common Stock	2,491
Restricted Stock Units	(1)	05/01/2010		M		300	(2)	05/01/2022	Common Stock	2,253
Restricted Stock Units	(1)	05/01/2010		M		300	(2)	05/01/2023	Common Stock	2,637
Restricted Stock Units	<u>(1)</u>	05/01/2010		M		250	(2)	05/01/2023	Common Stock	2,500

Reporting Owners

Reporting Owner Name / Address			Relationships		
	Director	10% Owner	Officer	Other	

RAZDAN ASH 11500 NORTH MOPAC, BLDG C AUSTIN, TX 78759

Dir Corp Dev & Ofc of Pres

8. I Der Sec (Ins

Signatures

David G. Hugley as attorney-in-fact for Ash Razdan 05/03/2010

**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) Each restricted stock unit represents a contingent right to receive one share of the Issuer's common stock.

Reporting Owners 2

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(2) The restricted stock units vest and become exercisable based on time and performance milestones set by the Issuer.

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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