

MARCH KEVIN P
Form 4
April 25, 2011

FORM 4

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

OMB APPROVAL

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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 *
MARCH KEVIN P

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)
04/21/2011

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Sr. Vice President & CFO

DALLAS, TX 75243

(City) (State) (Zip)

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

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 04/21/2011 | | M | 60,000 A \$ 16.25 | 325,201 | D | |
| Common Stock | 04/21/2011 | | M | 30,000 A \$ 16.11 | 355,201 | D | |
| Common Stock | 04/21/2011 | | S ⁽¹⁾ | 90,000 D \$ 35.4763 | 265,201 | D | |
| Common Stock | | | | | 1,861 ⁽²⁾ | I | By Trust-- PS |
| Common Stock | | | | | 39.71 ⁽³⁾ | I | By Trust--401(k) |

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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) | \$ 16.25 | 04/21/2011 | | M | 60,000 | <u>(4)</u> 02/20/2013 | Common Stock | 60,000 |
| NQ Stock Option (Right to Buy) | \$ 16.11 | 04/21/2011 | | M | 30,000 | <u>(5)</u> 01/15/2013 | Common Stock | 30,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| MARCH KEVIN P 12500 TI BOULEVARD DALLAS, TX 75243 | | | Sr. Vice President & CFO | |

Signatures

/s/ Cynthia H. Grimm, Attorney
In Fact

04/25/2011

__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).

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- (1) The price in Table 1 is a weighted average sale price. The sales were at prices ranging from \$35.24 to \$35.66. The Issuer undertakes to provide upon request a detailed breakout of the sale prices and the number of shares sold at each price.
Estimated shares attributable to TI Universal Profit Sharing Account as of 3-31-2011. (Interests in this account are denominated in units.
- (2) Consequently, share amount shown is an estimate.) This statement does not include changes in beneficial ownership of shares held in such account occurring after 3-31-2011 that are eligible for deferred reporting on Form 5.
Estimated shares attributable to TI 401(k) Account as of 3-31-2011. (Interests in this account are denominated in units. Consequently,
- (3) share amount shown is an estimate.) This statement does not include changes in beneficial ownership of shares held in this account occurring after 3-31-2011 that are eligible for deferred reporting on Form 5.
- (4) The option becomes exercisable in three installments: 50% on the second anniversary of the option date, 25% on the third anniversary of the option date, and 25% on the fourth anniversary of the option date.
- (5) The option becomes exercisable in four equal annual installments beginning on January 15, 2004.

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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