

Whitaker Darla H
 Form 4
 May 03, 2011

FORM 4

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

OMB APPROVAL

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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 *
 Whitaker Darla H

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)
 04/29/2011

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

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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	04/29/2011		M		13,000 A \$ 16.25	114,858	D
Common Stock	04/29/2011		M		20,000 A \$ 21.55	134,858	D
Common Stock	04/29/2011		S ⁽¹⁾		33,000 D \$ 35.515	101,858	D
Common Stock	04/29/2011		M		10,000 A \$ 16.25	10,000	I By Spouse ⁽²⁾
Common Stock	04/29/2011		M		7,500 A \$ 21.55	17,500	I By Spouse ⁽²⁾

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Common Stock 04/29/2011 S⁽³⁾ 17,500 D \$ 35.555 0 I By Spouse ⁽²⁾

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.

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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	04/29/2011		M	13,000	⁽⁴⁾ 02/20/2013	Common Stock	13,000
NQ Stock Option (Right to Buy)	\$ 21.55	04/29/2011		M	20,000	⁽⁵⁾ 01/20/2015	Common Stock	20,000
NQ Stock Option (Right to Buy)	\$ 16.25	04/29/2011		M	10,000	⁽⁴⁾ 02/20/2013	Common Stock	10,000
NQ Stock Option (Right to Buy)	\$ 21.55	04/29/2011		M	7,500	⁽⁵⁾ 01/20/2015	Common Stock	7,500

Reporting Owners

Reporting Owner Name / Address

Relationships

