Whitaker Darla H Form 4 May 03, 2011

FORM 4

Check this box

if no longer

Section 16.

Form 4 or

obligations

may continue.

See Instruction

Form 5

subject to

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

Washington, D.C. 20549

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

1(b).

(City)

(State)

(Zip)

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Whitaker Darla H Issuer Symbol TEXAS INSTRUMENTS INC (Check all applicable) [TXN] (Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner X_ Officer (give title Other (specify (Month/Day/Year) below) 12500 TI BOULEVARD 04/29/2011 Sr. Vice President (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting DALLAS, TX 75243 Person

(City)	(State)	Tab.	le I - Non-l	Derivative	Secur	ities Acqui	red, Disposed of,	or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Transaction Date 2A. Deemed Ionth/Day/Year) Execution Date, if any (Month/Day/Year)			ies Ac ed of (1 and 5 (A) or	` ′	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	(D)	Price	(Instr. 3 and 4)		
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	Ι	By Spouse (2)

n Dominative Committee Appring Disposed of an Domeficially Or

OMB APPROVAL

3235-0287

January 31,

2005

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OMB

Number:

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response...

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burden hours per

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

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)	Execution Date, if TransactionDerivative ny Code Securities		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
NQ Stock Option (Right to Buy)	\$ 16.25	04/29/2011		M	13,000	<u>(4)</u>	02/20/2013	Common Stock	13,000
NQ Stock Option (Right to Buy)	\$ 21.55	04/29/2011		M	20,000	<u>(5)</u>	01/20/2015	Common Stock	20,000
NQ Stock Option (Right to Buy)	\$ 16.25	04/29/2011		M	10,000	<u>(4)</u>	02/20/2013	Common Stock	10,000
NQ Stock Option (Right to Buy)	\$ 21.55	04/29/2011		M	7,500	<u>(5)</u>	01/20/2015	Common Stock	7,500

Reporting Owners

Relationships Reporting Owner Name / Address

Reporting Owners 2

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Director 10% Owner Officer Other

Whitaker Darla H 12500 TI BOULEVARD DALLAS, TX 75243

Sr. Vice President

Signatures

/s/ Daniel M. Drory, Attorney In Fact

05/02/2011

**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).
- (1) The price in Table 1 is a weighted average sale price. The sales were at prices ranging from \$35.49 to \$35.55. The Issuer undertakes to provide upon request a detailed breakout of the sale prices and the number of shares sold at each price.
- (2) Beneficial ownership by reporting person disclaimed.
- The price in Table 1 is a weighted average sale price. The sales were at prices ranging from \$35.53 to \$35.59. The Issuer undertakes to provide upon request a detailed breakout of the sale prices and the number of shares sold at each price.
- (4) The option becomes exercisable in three annual installments beginning on February 20, 2005.
- (5) The option becomes exercisable in four equal annual installments beginning on January 20, 2006.

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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