

DELFASSY GILLES
Form 4
February 09, 2006

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 *
DELFASSY GILLES

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)
02/08/2006

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SR. VICE PRESIDENT

DALLAS, TX 75243

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

(City) (State) (Zip)

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 | (A) or (D) | Price |
| Common Stock | 02/08/2006 | | M | | 130,000 | A | \$ 16.11 |
| Common Stock | 02/08/2006 | | M | | 50,000 | A | \$ 16.25 |
| Common Stock | 02/08/2006 | | S | | 38,100 | D | \$ 30.7 |
| Common Stock | 02/08/2006 | | S | | 19,900 | D | \$ 30.71 |
| Common Stock | 02/08/2006 | | S | | 22,000 | D | \$ 30.72 |
| Common Stock | 02/08/2006 | | S | | 297,311 | D | \$ 285,411 |
| Common Stock | 02/08/2006 | | S | | 335,411 | D | \$ 335,411 |
| Common Stock | 02/08/2006 | | S | | 277,411 | D | \$ 277,411 |
| Common Stock | 02/08/2006 | | S | | 255,411 | D | \$ 255,411 |

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| | | | | | | | | |
|--------------|------------|---|---------|---|---------|-------------------------|---|------------------------|
| Common Stock | 02/08/2006 | S | 100,000 | D | \$ 30.8 | 155,411 | D | |
| Common Stock | | | | | | 1,703.75 ⁽¹⁾ | I | TI France Savings Plan |

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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(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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| NQ Stock Option (right to buy) | \$ 16.11 | 02/08/2006 | | M | 130,000 | ⁽²⁾ 01/15/2013 | Common Stock 130,000 |
| NQ Stock Option (right to buy) | \$ 16.25 | 02/08/2006 | | M | 50,000 | ⁽³⁾ 02/20/2013 | Common Stock 50,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|---|----------------------------------|
| | Director 10% Owner Officer Other |
| DELFASSY GILLES 12500 TI BOULEVARD DALLAS, TX 75243 | SR. VICE PRESIDENT |

Signatures

DANIEL M. DRORY, ATTORNEY IN FACT 02/09/2006

__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).
- (2) The option becomes exercisable in four equal annual installments beginning on January 15, 2004.
- (3) 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.
- (1) Estimated shares attributable to the Texas Instruments France Company Savings Plan as of 12-31-05. (Interests in this account are denominated in units. Consequently, share amount shown is an estimate.)

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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