

TEXAS INSTRUMENTS INC

Form 4

August 18, 2008

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
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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
ADAMS JAMES R

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)
08/15/2008

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

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock					315,411	D	
Common Stock					1,450 ⁽¹⁾	I	By Partnership
Common Stock					271,550 ⁽²⁾	I	By Trust
Common Stock					3,037.17 ⁽³⁾	I	By Trust--401(k)
Common Stock					466.75 ⁽⁴⁾	I	By Trust--PS

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

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SEC 1474
(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. Price of Derivative Security (Instr. 3)
				Code	V	(A)	(D)	
Stock Units	\$ 1 <u>(5)</u>	08/15/2008		A		258.7	<u>(6)</u> <u>(6)</u> Common Stock	258.7 \$ 25

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
ADAMS JAMES R 12500 TI BOULEVARD DALLAS, TX 75243	X

Signatures

DANIEL M. DRORY, ATTORNEY IN
FACT 08/18/2008

**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) Shares held in trust for the benefit of family members of which reporting person is trustee. Beneficial ownership by reporting person disclaimed.
- (1) Shares held by family limited partnership of which the reporting person is a general partner. Reporting person disclaims beneficial ownership except to the extent of his pecuniary interest in the partnership.
- (3) Estimated shares attributable to TI 401(k) Account as of 6-30-08. (Interests in this account are denominated in units. Consequently, share amount shown is an estimate.) This statement does not include changes in beneficial ownership of shares held in this account occurring after 6-30-08 that are eligible for deferred reporting on Form 5.

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- (6) Stock units credited under the Texas Instruments 2003 Director Compensation Plan, to be settled in common stock of the Issuer following the reporting person's termination of service as a director of the Issuer.

Estimated shares attributable to TI Universal Profit Sharing Account as of 6-30-08. (Interests in this account are denominated in units.

- (4) Consequently, share amount shown is an estimate.) This statement does not include changes in beneficial ownership of shares held in such account occurring after 6-30-08 that are eligible for deferred reporting on Form 5.

- (5) Security converts to common stock on a one-for-one basis.

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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