TRUCHARD JAMES J

Form 4

December 29, 2004

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB Number:

3235-0287

January 31, Expires:

OMB APPROVAL

2005

0.5

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if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

Check this box

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).

(Print or Type Responses)

1. Name and Address of Reporting Person * TRUCHARD JAMES J

2. Issuer Name and Ticker or Trading Symbol

NATIONAL INSTRUMENTS CORP /DE/ [NATI]

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

(Last) (First) (Middle)

(Zip)

3. Date of Earliest Transaction

(Month/Day/Year)

_X__ Director X 10% Owner X_ Officer (give title Other (specify

below)

12/28/2004

President

C/O NATIONAL INSTRUMENTS CORP, 11500 N. MOPAC EXPRESSWAY, BLDG. B

(State)

12/28/2004

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

D

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

AUSTIN, TX 78759-3504

(City)

Stock

1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transa Code (Instr.	4. Securities Acquired action(A) or Disposed of (D) 8) (Instr. 3, 4 and 5)		Securities Form: Direct Beneficially (D) or Owned Indirect (I) Following (Instr. 4) Reported		7. Nature of Indirect Beneficial Ownership (Instr. 4)		
			Code	V	Amount	or (D)	Price	Transaction(s) (Instr. 3 and 4)		
Common Stock	12/28/2004		G	V	10,000	D	<u>(1)</u>	16,786,241	D	
Common Stock	12/28/2004		G	V	10,000	D	<u>(1)</u>	16,776,241	D	
Common	12/29/2004		C	1 7	1.500	D	(1)	16 774 701	D	

V 1,500

D

<u>(1)</u>

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

G

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)

16,774,721

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title o	f 2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Titl	e and	8. Price of	9. Nu
Derivativ	e Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	/Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Securi	ties	(Instr. 5)	Bene
	Derivative				Securities	S		(Instr.	3 and 4)		Own
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A		
									Amount		
						Date	Expiration		Or		
						Exercisable	Date		Number		
				C 1 W	(A) (D)				of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships					
. 0	Director	10% Owner	Officer	Other		
TRUCHARD JAMES J C/O NATIONAL INSTRUMENTS CORP 11500 N. MOPAC EXPRESSWAY, BLDG. B AUSTIN, TX 78759-3504	X	X	President			

Signatures

David G. Hugley as attorney-in-fact for James J.

Truchard

12/29/2004

**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) Bona fide gift

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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