Edgar Filing: NATIONAL INSTRUMENTS CORP /DE/ - Form 4

NATIONAL INSTRUMENTS CORP /DE/

Form 4 May 02, 2014

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

Number:

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obligations

Check this box

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

may continue. See Instruction

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).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * MEDICA JOHN K

2. Issuer Name and Ticker or Trading Symbol

Issuer

NATIONAL INSTRUMENTS

3. Date of Earliest Transaction

(Check all applicable)

CORP /DE/ [NATI]

(Middle)

(Month/Day/Year) 05/01/2014

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

5. Relationship of Reporting Person(s) to

C/O NATIONAL INSTRUMENTS CORPORATION, 11500 NORTH MOPAC, BLDG B

(First)

(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

AUSTIN, TX 78759

(Zip)

Form filed by More than One Reporting

1.Title of Security

(City)

(State)

2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if

(Month/Day/Year)

Code

(Instr. 8)

3.

4. Securities TransactionAcquired (A) or Disposed of (D)

(Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct (D) or Indirect (I) (Instr. 4)

Indirect Beneficial Ownership (Instr. 4)

(9-02)

(A)

Reported Transaction(s)

(Instr. 3 and 4) Price (D)

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

Common Stock

(Instr. 3)

05/01/2014

Code V Amount M 4,263

(1) 35,230 D

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

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

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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)	Secu Acqu (A) o Disp (D)	orities uired or osed of r. 3, 4,	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
Restricted Stock Units	<u>(1)</u>	05/01/2014		M		1,444	(2)	05/01/2026	Common Stock	1,444
Restricted Stock Units	(1)	05/01/2014		M		1,493	(3)	05/01/2027	Common Stock	2,986
Restricted Stock Units	(1)	05/01/2014		M		1,326	<u>(4)</u>	05/01/2028	Common Stock	3,978

Reporting Owners

Reporting Owner Name / Address	Relationships				
reporting of the France Frances	Director	10% Owner	Officer	Other	
MEDICA JOHN K C/O NATIONAL INSTRUMENTS CORPORATION 11500 NORTH MOPAC, BLDG B AUSTIN, TX 78759	X				

Signatures

David G. Hugley as attorney-in-fact for John K.

Medica

05/02/2014

**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) Each restricted stock unit represents a contingent right to receive one share of the Issuer's common stock.
- (2) The restricted stock units vest in three equal annual installments on the anniversary of the vesting commencement date, May 1, 2011.
- (3) The restricted stock units vest in three equal annual installments on the anniversary of the vesting commencement date, May 1, 2012.
- (4) The restricted stock units vest in three equal annual installments on the anniversary of the vesting commencement date, May 1, 2013.

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.

Reporting Owners 2