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

NATIONAL INSTRUMENTS CORP /DE/

Form 4 May 02, 2014

FORM 4

OMB APPROVAL

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005 Estimated average

Form 4 or Form 5 obligations may continue.

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

burden hours per response... 0.5

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * CARLTON DONALD M

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

NATIONAL INSTRUMENTS CORP /DE/ [NATI]

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)

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

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

(Street)

4. If Amendment, Date Original

3.

6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year)

(Month/Day/Year)

05/01/2014

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

AUSTIN, TX 78759

(City) (State) (Zip)

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

1.Title of Security (Instr. 3)

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

TransactionAcquired (A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)

4. Securities

5. Amount of Securities Beneficially (D) or Owned Following (Instr. 4) Reported

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

(A)

Code V Amount Price (D)

Transaction(s) (Instr. 3 and 4)

Common Stock

05/01/2014

M 4,263 (1) 44,090

D

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.

SEC 1474 (9-02)

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. Transactic Code (Instr. 8)	Secur Acqu (A) o Dispo (D)	rities ired or osed of 3, 4,	6. Date Exercisable and Expiration Date (Month/Day/Year)		Underlying	Title and Amount of inderlying 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	<u>(1)</u>	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					
r	Director	10% Owner	Officer	Other		
CARLTON DONALD M C/O NATIONAL INSTRUMENTS CORPORATION 11500 NORTH MOPAC, BLDG B AUSTIN, TX 78759	X					

Signatures

David G. Hugley as attorney-in-fact for Donald M.
Carlton
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.

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