

MARCH KEVIN P
Form 4
February 01, 2010

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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
MARCH KEVIN P

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)
01/28/2010

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
Sr. Vice President & CFO

DALLAS, TX 75243

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
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	01/28/2010		A ⁽¹⁾	53,751 A \$ 0	226,093	D	
Common Stock	01/29/2010		F ⁽²⁾	8,092 D \$ 23.05	218,001	D	
Common Stock	01/29/2010		S ⁽³⁾	21,908 D \$ 22.6639	196,093	D	
Common Stock					1,835.47 ⁽⁴⁾	I	By Trust-- PS
Common Stock					39.17 ⁽⁵⁾	I	By Trust--401(k)

Edgar Filing: MARCH KEVIN P - Form 4

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)

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)	\$ 23.05	01/28/2010		A		161,250		<u>(6)</u>	01/28/2020	Common Stock	161,250

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
MARCH KEVIN P 12500 TI BOULEVARD DALLAS, TX 75243	Sr. Vice President & CFO

Signatures

/s/ Daniel M. Drory, Attorney
In Fact 01/29/2010

__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) Award of restricted stock units pursuant to 2009 Long Term Incentive Plan.

(2) Withholding of shares of common stock to satisfy tax withholding obligation (relating to vesting of a previously granted award).

Sales effected pursuant to a Rule 10b5-1 trading plan entered into by the reporting person on 4-28-2009. The sales were at prices ranging from \$22.34 to \$23.17. The price in Table 1 is the weighted average sale price. The issuer undertakes to provide upon request a detailed breakout of the sale prices and the number of shares sold at each price.

Estimated shares attributable to TI Universal Profit Sharing Account as of 12-31-09. (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 such account occurring after 12-31-09 that are eligible for deferred reporting on Form 5.

Edgar Filing: MARCH KEVIN P - Form 4

- Estimated shares attributable to TI 401(k) Account as of 12-31-09. (Interests in this account are denominated in units. Consequently, (5) share amount shown is an estimate.) This statement does not include changes in beneficial ownership of shares held in this account occurring after 12-31-09 that are eligible for deferred reporting on Form 5.
- (6) The option becomes exercisable in four equal annual installments beginning on January 28, 2011.

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.