FINGER MARK Form 4

February 10, 2006

### FORM 4

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

OMB 3235-0287 Number:

Estimated average

burden hours per

Check this box if no longer subject to

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

January 31, Expires: 2005

0.5

**OMB APPROVAL** 

Section 16. 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

**SECURITIES** 

response...

See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* FINGER MARK

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

NATIONAL INSTRUMENTS CORP /DE/ [NATI]

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year) 02/09/2006

Director 10% Owner X\_ Officer (give title Other (specify below)

Vice President

C/O NATIONAL **INSTRUMENTS, 11500 MOPAC BLDG B** 

(Street)

(State)

(Zip)

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

**AUSTIN, TX 78759** 

(City)

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

						-	•		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	3. 4. Securities Acquired (A) Transaction Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)				5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	Ownership Ind Form: Ber Direct (D) Ow	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock	02/09/2006		Code V	Amount 3,037	or (D)	Price \$ 9.6297	(Instr. 3 and 4) 18,482	D	
Common Stock	02/09/2006		M	11,963	A	\$ 15.3055	30,445	D	
Common Stock	02/09/2006		S	1,000	D	\$ 32.024	29,445	D	
Common Stock	02/09/2006		S	14,000	D	\$ 32	15,445	D	

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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 orDerivative 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
Employee Stock Option (right to buy)	\$ 9.6297	02/09/2006		М	3,037	<u>(1)</u>	03/19/2007	Common Stock	3,037
Employee Stock Option (right to buy)	\$ 15.3055	02/09/2006		M	11,963	<u>(1)</u>	03/19/2008	Common Stock	19,575

## **Reporting Owners**

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		

FINGER MARK C/O NATIONAL INSTRUMENTS 11500 MOPAC BLDG B AUSTIN, TX 78759

Vice President

### **Signatures**

David G. Hugley as attorney-in-fact for Mark Finger 02/10/2006

\*\*Signature of Reporting Person Date

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## **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) Options vest and become exercisable based on time and performance milestones set by the Issuer.

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.