

CRUTCHER BRIAN T
Form 4
February 01, 2011

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
CRUTCHER BRIAN T

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)
01/31/2011

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

DALLAS, TX 75243

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 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)	(A) or (D)	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)
			Code	V	Amount	Price		
Common Stock	01/31/2011		F ⁽¹⁾		2,725	\$ 34.27	D	
Common Stock	01/31/2011		M		11,000	\$ 26.5	D	
Common Stock	01/31/2011		M		100	\$ 29.19	D	
Common Stock	01/31/2011		M		13,500	\$ 32.39	D	
Common Stock	01/31/2011		S ⁽²⁾		24,600	\$ 34.2086	D	

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Common Stock	9,444 ⁽³⁾	I	By Trust
Common Stock	1,731.44 ⁽⁴⁾	I	By Trust-401(k)
Common Stock	97.37 ⁽⁵⁾	I	By Trust-PS

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

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(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)	8. Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
NQ Stock Option (Right to Buy)	\$ 26.5	01/31/2011		M	11,000	⁽⁶⁾	01/16/2012	Common Stock	11,000
NQ Stock Option (Right to Buy)	\$ 29.19	01/31/2011		M	100	⁽⁷⁾	02/21/2012	Common Stock	100
NQ Stock Option (Right to Buy)	\$ 32.39	01/31/2011		M	13,500	⁽⁸⁾	01/14/2014	Common Stock	13,500

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

CRUTCHER BRIAN T
12500 TI BOULEVARD
DALLAS, TX 75243

Sr. Vice President

Signatures

/s/ Daniel M. Drory, Attorney
In Fact

02/01/2011

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

(2) The price in Table 1 is a weighted average sale price. The sales were at prices ranging from \$34.20 to \$34.23. The Issuer undertakes to provide upon request a detailed breakout of the sale prices and the number of shares sold at each price.

(3) Shares held in trust for the benefit of family members of which reporting person is a trustee.

(4) Estimated shares attributable to TI 401(k) Account as of 12-31-2010. (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 this account occurring after 12-31-2010 that are eligible for deferred reporting on Form 5.

(5) Estimated shares attributable to TI Universal Profit Sharing Account as of 12-31-2010. (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 12-31-2010 that are eligible for deferred reporting on Form 5.

(6) The option becomes exercisable in four equal annual installments beginning on January 16, 2003.

(7) The option becomes 100% exercisable on February 21, 2003.

(8) The option becomes exercisable in four equal annual installments beginning on January 14, 2005.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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