

Whitaker Darla H  
 Form 4  
 May 03, 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 \*

Whitaker Darla H

(Last) (First) (Middle)  
 12500 TI BOULEVARD  
 (Street)

DALLAS, TX 75243

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

TEXAS INSTRUMENTS INC  
 [TXN]

3. Date of Earliest Transaction (Month/Day/Year)  
 04/29/2011

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**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 Ownership (Instr. 4)
			Code	V	Amount	Price		
Common Stock	04/29/2011		M		13,000	A \$ 16.25	114,858	D
Common Stock	04/29/2011		M		20,000	A \$ 21.55	134,858	D
Common Stock	04/29/2011		S <sup>(1)</sup>		33,000	D \$ 35.515	101,858	D
Common Stock	04/29/2011		M		10,000	A \$ 16.25	10,000	I
								By Spouse <sup>(2)</sup>
Common Stock	04/29/2011		M		7,500	A \$ 21.55	17,500	I
								By Spouse <sup>(2)</sup>

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Common Stock      04/29/2011      S<sup>(3)</sup>      17,500      D      \$ 35.555      0      I      By Spouse <sup>(2)</sup>

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.**

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**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
NQ Stock Option (Right to Buy)	\$ 16.25	04/29/2011		M	13,000	<sup>(4)</sup> 02/20/2013	Common Stock	13,000
NQ Stock Option (Right to Buy)	\$ 21.55	04/29/2011		M	20,000	<sup>(5)</sup> 01/20/2015	Common Stock	20,000
NQ Stock Option (Right to Buy)	\$ 16.25	04/29/2011		M	10,000	<sup>(4)</sup> 02/20/2013	Common Stock	10,000
NQ Stock Option (Right to Buy)	\$ 21.55	04/29/2011		M	7,500	<sup>(5)</sup> 01/20/2015	Common Stock	7,500

## Reporting Owners

Reporting Owner Name / Address

Relationships

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Director   10% Owner   Officer   Other

Whitaker Darla H  
12500 TI BOULEVARD  
DALLAS, TX 75243

Sr. Vice President

## Signatures

/s/ Daniel M. Drory, Attorney  
In Fact

05/02/2011

\_\_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) The price in Table 1 is a weighted average sale price. The sales were at prices ranging from \$35.49 to \$35.55. The Issuer undertakes to provide upon request a detailed breakout of the sale prices and the number of shares sold at each price.
- (2) Beneficial ownership by reporting person disclaimed.
- (3) The price in Table 1 is a weighted average sale price. The sales were at prices ranging from \$35.53 to \$35.59. The Issuer undertakes to provide upon request a detailed breakout of the sale prices and the number of shares sold at each price.
- (4) The option becomes exercisable in three annual installments beginning on February 20, 2005.
- (5) The option becomes exercisable in four equal annual installments beginning on January 20, 2006.

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.