

Whitaker Darla H
 Form 4
 May 07, 2013

FORM 4

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

OMB APPROVAL

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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)
 05/06/2013

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)	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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	05/06/2013		M	15,000 A \$ 32.39	131,667	D	
Common Stock	05/06/2013		S ⁽¹⁾	15,000 D \$ 37.08	116,667	D	
Common Stock	05/06/2013		M	10,000 A \$ 32.39	10,000	I	By Spouse
Common Stock	05/06/2013		S ⁽²⁾	10,000 D \$ 37.07	0	I	By Spouse

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
NQ Stock Option (Right to Buy)	\$ 32.39	05/06/2013		M	15,000	<u>(3)</u> 01/14/2014	Common Stock	15,000
NQ Stock Option (Right to Buy)	\$ 32.39	05/06/2013		M	10,000	<u>(3)</u> 01/14/2014	Common Stock	10,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	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

05/07/2013

**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) Sales effected pursuant to a Rule 10b5-1 trading plan entered into by the reporting person on 2-6-2013. The sales were at prices ranging from \$36.90 to \$37.23. The price in Table I is the weighted average sale price. The issuer undertakes to provide upon request a detailed

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breakout of the sale prices and the number of shares sold at each price.

(2) Sales effected pursuant to a Rule 10b5-1 trading plan entered into by the reporting person on 2-6-2013. The sales were at prices ranging from \$36.90 to \$37.21. The price in Table I 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.

(3) 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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