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NATIONAL Form 4 May 13, 2014	INSTRUMEN 1	TS CORP	/DE/								
FORM	Л								OMB A	PPROVAL	
	UNITE	4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549							OMB Number:	3235-0287	
Check this if no long subject to Section 16 Form 4 or Form 5 obligation may conti <i>See</i> Instru 1(b).	er STATE 5. Filed p ¹⁵ Section 17	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						burden hou response	Estimated average burden hours per response 0.5		
(Print or Type R	esponses)										
MEDICA JOHN K Symbolic Symboli			Symbol NATION	ssuer Name and Ticker or Trading bol TIONAL INSTRUMENTS RP /DE/ [NATI]				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
	(First) NAL INSTRU TION, 11500 N LDG B		3. Date of (Month/Da 05/12/20	-	ansaction			X Director Officer (give below)		6 Owner er (specify	
	(Street) 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	X 78759							Person	More than One Re	eporting	
(City)	(State)	(Zip)	Table	e I - Non-D	erivative S	Securi	ties Ac	quired, Disposed of	f, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction D (Month/Day/Yea	ar) Executio any	emed on Date, if /Day/Year)	3. Transactio Code (Instr. 8) Code V	4. Securi onAcquired Disposed (Instr. 3, Amount	l (A) c l of (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)	
Common Stock	05/12/2014			М	4,145	А	<u>(1)</u>	39,375	D		

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.

 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. 5. Number Transaction Derivative Code Securities (Instr. 8) 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
Restricted Stock Units	<u>(1)</u>	05/12/2014		М	1,493	(2)	05/01/2027	Common Stock	1,493
Restricted Stock Units	<u>(1)</u>	05/12/2014		М	2,652	(2)	05/01/2028	Common Stock	2,652

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Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
MEDICA JOHN K C/O NATIONAL INSTRUMENTS CORPORATION 11500 NORTH MOPAC, BLDG B AUSTIN, TX 78759	Х					
Signatures						
David G. Hugley as attorney-in-fact for John K. Medica	05	5/13/2014				
**Signature of Reporting Person		Date				
Explanation of Responses:						

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) Each restricted stock unit represents a contingent right to receive one share of the Issuer's common stock.
- (2) The restricted stock units were accelerated and vested on May 12, 2014.

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.

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