NATIONAL INSTRUMENTS CORP /DE/

Form 4

October 08, 2014

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

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if no longer subject to Section 16. Form 4 or Form 5 obligations may continue.

Check this box

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

1(b).

Stock

(Print or Type Responses)

See Instruction

	Address of Reporting Y JEFFREY L	Syn NA	2. Issuer Name and Ticker or Trading Symbol NATIONAL INSTRUMENTS CORP /DE/ [NATI]				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
	ONAL INSTRUM 500 N. MOPAC	(Mc	3. Date of Earliest Transaction (Month/Day/Year) 10/06/2014			-	X Director 10% Owner Officer (give title Other (specify below)			
AUSTIN, T	(Street) 4. If Amendment, Date Original Filed(Month/Day/Year) N, TX 78759				- -	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person				
(City)								ly Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year) 2A. Deemed Execution Date, if any (Month/Day/Year)		3. 4. Securities Acquired (A Transaction Disposed of (D) Code (Instr. 3, 4 and 5) (A) or					6. Amount of 6. 7. Securities Ownership Inc. Beneficially Form: Be Owned Direct (D) Overship or Indirect (Inc. Beneficially Form: Be Owned Orline (Inc. Fransaction(s) (Instr. 4)		
Common Stock	10/06/2014		Code V S	Amount 1,000 (1)	(D)	Price \$ 30.3912	399,826	D		
Common Stock	10/06/2014		S	1,000 (1)	D	\$ 30.3912	399,827	I	by Spouse	
Common Stock	10/06/2014		S	1,000 (1)	D	\$ 30.3912	495,354	Ι	by Laura Kodosky trust	
Common	10/06/2014		S	1,000	D	\$	495,354	I	by Karen	

(1)

30.3912

Kodosky

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trust

(9-02)

9. Nu Deriv Secu Bene Own Follo Repo Trans (Insti

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

Persons who respond to the collection of SEC 1474 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)	4. Transaction Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D)		ate	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	
			Code V	(Instr. 3, 4, and 5) (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

Relationships

Reporting Owners

Reporting Owner Name / Address Director 10% Owner Officer Other

KODOSKY JEFFREY L C/O NATIONAL INSTRUMENTS CORP 11500 N. MOPAC EXPRESSWAY AUSTIN, TX 78759

X

Signatures

David G. Hugley as attorney-in-fact for Jeffrey L. 10/08/2014 Kodosky

> **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) Shares were sold under Reporting Person's 10(b)5-1 Plan.

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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