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TEXAS INSTRUMENTS INC
Form S-8 POS
September 05, 2001

As filed with the Securities and Exchange Commission on September 5, 2001

Registration No. 333-31321

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

POST EFFECTIVE AMENDMENT NO. 1

TO FORM S-8

REGISTRATION STATEMENT
Under
THE SECURITIES ACT OF 1933

TEXAS INSTRUMENTS INCORPORATED
(Exact name of Registrant as specified in its charter)

Delaware 75-0289970
(State or other jurisdiction of (I.R.S. Employer
incorporation or organization) Identification No.)

12500 TI Boulevard
P.O. Box 660199
Dallas, Texas 75265-0199
(Address of principal executive offices including zip code)

TEXAS INSTRUMENTS RESTRICTED STOCK UNIT PLAN FOR DIRECTORS
AND
TEXAS INSTRUMENTS STOCK OPTION PLAN FOR NON-EMPLOYEE DIRECTORS
(Full title of the plans)

Joseph F. Hubach,
Senior Vice President, Secretary and General Counsel
Texas Instruments Incorporated
12500 TI Boulevard
P.O. Box 660199
Dallas, Texas 75265-0199
(Name and address of agent for service)

(972)995-3773
(Telephone number, including area code, of agent for service)

EXPLANATORY STATEMENT

Pursuant to this amendment, shares to be issued in connection with the Texas Instruments Stock Option Plan for Non-Employee Directors are included as a part

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of the previously registered offering of shares under the Texas Instruments Restricted Stock Unit Plan for Directors.

PART II

Item 3. Incorporation of Documents by Reference.

The Registration Statement on Form S-8, File No. 333-31321, is incorporated by reference herein.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post Effective Amendment No. 1 to the registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas and State of Texas, on the 5th day of September, 2001.

TEXAS INSTRUMENTS INCORPORATED
(Registrant)

By: /s/ WILLIAM A. AYLESWORTH

William A. Aylesworth
Senior Vice President,
Treasurer and
Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities indicated on the 5th day of September, 2001.

Signature	Title
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* JAMES R. ADAMS ----- James R. Adams	Director
* DAVID L. BOREN ----- David L. Boren	Director
* JAMES B. BUSEY IV ----- James B. Busey IV	Director
* THOMAS J. ENGIBOUS ----- Thomas J. Engibous	Chairman; President; Chief Executive Officer
* GERALD W. FRONTERHOUSE ----- Gerald W. Fronterhouse	Director
* DAVID R. GOODE	

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----- David R. Goode	Director
* WAYNE R. SANDERS ----- Wayne R. Sanders	Director
----- Ruth J. Simmons	Director
/s/ WILLIAM A. AYLESWORTH ----- William A. Aylesworth	Senior Vice President; Treasurer; Chief Financial Officer
/s/ M. SAMUEL SELF ----- M. Samuel Self	Senior Vice President; Controller; Chief Accounting Officer
*By: /s/ WILLIAM A. AYLESWORTH ----- William A. Aylesworth Attorney-in-fact	