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NATIONAL INSTRUMENTS CORP /DE/  
Form 10-K/A  
April 04, 2001

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

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FORM 10-K/A  
Amendment No. 2

(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT  
OF 1934

For the fiscal year ended: December 31, 2000

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE  
ACT OF 1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File Number 0-25426

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NATIONAL INSTRUMENTS CORPORATION  
(Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation or organization) 11500 North Mopac Expressway Austin, Texas (address of principal executive offices)	74-1871327 (I.R.S. Employer Identification Number)  78759 (zip code)
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Registrant's telephone number, including area code:  
(512) 338-9119

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Securities registered pursuant to Section 12(b) of the Act:  
None

Securities registered pursuant to Section 12(g) of the Act:  
Common Stock, \$0.01 par value  
(Title of Class)

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Indicate by check mark if disclosure of delinquent filers pursuant to Item

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405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. [ ]

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes [X] No [ ]

The aggregate market value of voting stock held by non-affiliates of the registrant at the close of business on February 2, 2001, was \$1,483,331,318 based upon the last sales price reported for such date on the NASDAQ National Market System. For purposes of this disclosure, shares of Common Stock held by persons who hold more than 5% of the outstanding shares of Common Stock and shares held by officers and directors of the registrant as of December 31, 2000 have been excluded in that such persons may be deemed to be affiliates. This determination is not necessarily conclusive.

At the close of business on February 2, 2001, registrant had outstanding 50,690,054 shares of Common Stock.

DOCUMENTS INCORPORATED BY REFERENCE

Part I and Part III incorporate certain information by reference from the definitive proxy statement for the Annual Meeting of Stockholders to be held on May 30, 2001 (the "Proxy Statement").

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PORTIONS AMENDED

The Registrant hereby amends the facing page of the Registrant's Report on Form 10-K for the fiscal year ended December 31, 2000 to reflect the new date of the Registrant's Annual Meeting of Stockholders which will be held May 30, 2001.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this Amendment No. 2 on Form 10-K/A to be signed on its behalf by the undersigned thereunto duly authorized.

NATIONAL INSTRUMENTS CORPORATION  
Registrant

/s/ Alexander M. Davern

By: \_\_\_\_\_  
Alexander M. Davern  
Chief Financial Officer and  
Treasurer

Date: April 4, 2001