

George Arthur L Jr
Form 4
February 01, 2010

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 *
George Arthur L Jr

2. Issuer Name and Ticker or Trading Symbol
TEXAS INSTRUMENTS INC
[TXN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
12500 TI BOULEVARD
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
01/28/2010

____ Director
 Officer (give title below) Sr. Vice President
____ 10% Owner
____ Other (specify below)

DALLAS, TX 75243

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common Stock	01/28/2010		A ⁽¹⁾		46,668	A	\$ 0
Common Stock	01/29/2010		M		20,000	A	\$ 16.11
Common Stock	01/29/2010		M		20,000	A	\$ 16.25
Common Stock	01/29/2010		M		12,674	A	\$ 21.55
Common Stock	01/29/2010		S ⁽²⁾		52,674	D	\$ 22.7404
							172,545
							192,545
							212,545
							225,219
							172,545

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Common Stock 01/29/2010 S⁽³⁾ 5,000 D \$ 22.7193 167,545 D

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

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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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount
NQ Stock Option (Right to Buy)	\$ 23.05	01/28/2010		A	140,000	<u>(4)</u> 01/28/2020	Common Stock 140
NQ Stock Option (Right to Buy)	\$ 16.11	01/29/2010		M	20,000	<u>(5)</u> 01/15/2013	Common Stock 20,
NQ Stock Option (Right to Buy)	\$ 16.25	01/29/2010		M	20,000	<u>(6)</u> 02/20/2013	Common Stock 20,
NQ Stock Option (Right to Buy)	\$ 21.55	01/29/2010		M	12,674	<u>(7)</u> 01/20/2015	Common Stock 12,

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
George Arthur L Jr 12500 TI BOULEVARD			Sr. Vice President	

DALLAS, TX 75243

Signatures

/s/ Daniel M. Drory, Attorney

02/01/2010

In Fact

__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) Award of restricted stock units pursuant to 2009 Long Term Incentive Plan.

(2) The price in Table 1 is the weighted average sale price. The sales were at prices ranging from \$22.71 to \$22.79. The issuer undertakes to provide upon request a detailed breakout of the sale prices and the number of shares sold at each price.

Sales effected pursuant to a Rule 10b5-1 trading plan entered into by the reporting person on 8-4-2008. The price in Table 1 is a weighted average sale price. The sales were at prices ranging from \$22.29 to \$23.2525. 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 28, 2011.

(5) The option becomes exercisable in four equal annual installments beginning on January 15, 2004.

(6) The option becomes exercisable in three annual installments beginning on February 20, 2005.

(7) The option becomes exercisable in four equal annual installments beginning on January 20, 2006.

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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