

ANDERSKOUV NIELS

Form 4

January 29, 2013

**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 \*  
ANDERSKOUV NIELS

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)  
01/25/2013

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

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	(A) or (D)	Price
Common Stock	01/25/2013		A <sup>(1)</sup>		41,667	A	\$ 0
Common Stock	01/25/2013		M		15,625	A	\$ 23.05
Common Stock	01/25/2013		M		15,625	A	\$ 23.05
Common Stock	01/25/2013		S <sup>(2)</sup>		31,250	D	\$ 33.1222
Common Stock	01/28/2013		M		15,625	A	\$ 23.05

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Common Stock	01/28/2013		M	15,625	A	\$ 23.05	207,801	D	
Common Stock	01/28/2013		S <sup>(3)</sup>	31,250	D	\$ 33.124	176,551	D	
Common Stock							56,166	I	By wholly owned corporation

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.**

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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)	\$ 32.8	01/25/2013		A	125,000	<sup>(4)</sup> 01/25/2023	Common Stock 125,000
NQ Stock Option (Right to Buy)	\$ 23.05	01/25/2013		M	15,625	<sup>(5)</sup> 01/28/2020	Common Stock 15,625
NQ Stock Option (Right to Buy)	\$ 23.05	01/25/2013		M	15,625	<sup>(5)</sup> 01/28/2020	Common Stock 15,625
NQ Stock Option (Right to Buy)	\$ 23.05	01/28/2013		M	15,625	<sup>(5)</sup> 01/28/2020	Common Stock 15,625
NQ Stock	\$ 23.05	01/28/2013		M	15,625	<sup>(5)</sup> 01/28/2020	Common Stock 15,625

