TEXAS INSTRUMENTS INC

Form 4 May 01, 2014

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB APPROVAL OMB

3235-0287 Number: January 31,

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

obligations

Check this box

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 may continue. 30(h) of the Investment Company Act of 1940

See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Szczsponik John J 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) 12500 TI BOU	(First) JLEVARD	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 05/01/2014	Director 10% Owner Officer (give title Other (specify below) Sr. Vice President		
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person		
DALLAS, TX 75243				Form filed by More than One Reporting Person		

(City)	(State)	(Zip) Tak	ole I - Non-	Derivative S	Securi	ities Acquire	ed, Disposed of, o	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. Securitie onDisposed o (Instr. 3, 4)	f(D)	uired (A) or Price	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)
Common Stock	05/01/2014		M	103,125	A	\$ 34.63	280,162	D	
Common Stock	05/01/2014		M	75,000	A	\$ 32.36	355,162	D	
Common Stock	05/01/2014		S <u>(1)</u>	178,125	D	\$ 45.5024	177,037	D	

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

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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)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) Disposed of (Instr. 3, 4, an 5)	Expiration l (Month/Day or		7. Title and Underlying (Instr. 3 and	Securities
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
NQ Stock Option (Right to Buy)	\$ 34.63	05/01/2014		M	103,12	5 (2)	01/27/2021	Common Stock	103,125
NQ Stock Option (Right to Buy)	\$ 32.36	05/01/2014		M	75,00	<u>(3)</u>	01/26/2022	Common Stock	75,000

Reporting Owners

Danarting Owner Name / Address	Relationships

Director 10% Owner Officer Other

Szczsponik John J Jr 12500 TI BOULEVARD DALLAS, TX 75243

Sr. Vice President

Signatures

/s/ Daniel M. Drory, Attorney
In Fact

05/01/2014

**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) The price in Table 1 is a weighted average sale price. The sales were at prices ranging from \$45.5000 to \$45.5450. The Issuer undertakes to provide upon request a detailed breakout of the sale prices and the number of shares sold at each price.
- (2) The option becomes exercisable in four equal annual installments beginning on January 27, 2012.
- (3) The option becomes exercisable in four equal annual installments beginning on January 26, 2013.

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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