#### TEXAS INSTRUMENTS INC

Form 4

February 02, 2016

# FORM 4

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

OMB 3235-0287

Estimated average

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Number: January 31, 2005

**OMB APPROVAL** 

Section 16. Form 4 or Form 5 obligations may continue.

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

burden hours per response... 0.5

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person ** RITCHIE KEVIN J			Symbol		nd Ticker or Trading	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)			
(Last) (First) (Middle) 12500 TI BOULEVARD				Day/Year)	Transaction	DirectorX Officer (giv below)		er (specify	
(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)	Tab	le I - Non	-Derivative Securities Ac	quired, Disposed o	of, or Beneficia	lly Owned	
1.Title of Security	2. Transaction D			3. Transac	4. Securities Acquired tion(A) or Disposed of (D)	5. Amount of Securities	6. Ownership	7. Nature	

1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securit on(A) or Di (Instr. 3,	sposed	of (D)	5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)	
Common Stock	01/29/2016		A	37,786 (1)	A	\$ 0	246,176	D	
Common Stock	01/29/2016		S	32,508	D	\$ 51.97 (2)	213,668	D	
Common Stock	01/29/2016		S	25,826	D	\$ 52.5 (3)	187,842	D	

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

SEC 1474

(9-02)

#### Edgar Filing: TEXAS INSTRUMENTS INC - Form 4

# displays a currently valid OMB control 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. Transacti Code (Instr. 8)	5. Number of etionDerivative Securities 3) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		es (Month/Day/Year) d (A) or d of (D)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
NQ Stock Option (Right to Buy)	\$ 52.93	01/29/2016		A	199,819		<u>(4)</u>	01/29/2026	Common Stock	199,819

### **Reporting Owners**

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
DAMONAR AND								

RITCHIE KEVIN J 12500 TI BOULEVARD DALLAS, TX 75243

Sr. Vice President

# **Signatures**

/s/ Daniel M. Drory, Attorney
In Fact

02/02/2016

\*\*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.
- The price in Table 1 is a weighted average sale price. The sales were at prices ranging from \$51.18 to \$52.17. The Issuer undertakes to provide upon request a detailed breakout of the sale prices and the number of shares sold at each price set forth in footnotes (2) and (3) to
- (3) The price in Table 1 is a weighted average sale price. The sales were at prices ranging from \$52.18 to \$52.91.
- (4) The option becomes exercisable in four equal annual installments beginning on January 29, 2017.

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.

Reporting Owners 2