

MARCH KEVIN P
Form 4
February 01, 2010

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
MARCH KEVIN P

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 _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Sr. Vice President & CFO

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)				
				(A) or (D)	Price						
				Code	V	Amount					
Common Stock	01/28/2010		A ⁽¹⁾		53,751	A	\$ 0	226,093	D		
Common Stock	01/29/2010		F ⁽²⁾		8,092	D	\$ 23.05	218,001	D		
Common Stock	01/29/2010		S ⁽³⁾		21,908	D	\$ 22.6639	196,093	D		
Common Stock								1,835.47	⁽⁴⁾	I	By Trust-- PS
Common Stock								39.17	⁽⁵⁾	I	By Trust--401(k)

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

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(9-02)

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 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)	\$ 23.05	01/28/2010		A	161,250	<u>(6)</u> 01/28/2020	Common Stock 161,250

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MARCH KEVIN P 12500 TI BOULEVARD DALLAS, TX 75243			Sr. Vice President & CFO	

Signatures

/s/ Daniel M. Drory, Attorney
In Fact 01/29/2010

__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) Withholding of shares of common stock to satisfy tax withholding obligation (relating to vesting of a previously granted award).

Sales effected pursuant to a Rule 10b5-1 trading plan entered into by the reporting person on 4-28-2009. The sales were at prices ranging from \$22.34 to \$23.17. The price in Table 1 is the weighted average sale price. The issuer undertakes to provide upon request a detailed breakout of the sale prices and the number of shares sold at each price.

Estimated shares attributable to TI Universal Profit Sharing Account as of 12-31-09. (Interests in this account are denominated in units. Consequently, share amount shown is an estimate.) This statement does not include changes in beneficial ownership of shares held in such account occurring after 12-31-09 that are eligible for deferred reporting on Form 5.

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- Estimated shares attributable to TI 401(k) Account as of 12-31-09. (Interests in this account are denominated in units. Consequently, (5) share amount shown is an estimate.) This statement does not include changes in beneficial ownership of shares held in this account occurring after 12-31-09 that are eligible for deferred reporting on Form 5.
- (6) The option becomes exercisable in four equal annual installments beginning on January 28, 2011.

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.