

Edgar Filing: TEXAS INSTRUMENTS INC - Form 4

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.

SEC 1474
(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)	8. Amount or Number of Shares
NQ Stock Option (Right to Buy)	\$ 28.32	10/25/2013		M	85,000	<u>(4)</u> 01/18/2017	Common Stock	85,000
NQ Stock Option (Right to Buy)	\$ 14.95	10/25/2013		M	95,000	<u>(5)</u> 01/29/2019	Common Stock	95,000

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 10/28/2013

__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).

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- (1) The price in Table 1 is a weighted average sale price. The sales were at prices ranging from \$40.0000 to \$40.0750. 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 9-30-13. (Interests in this account are denominated in units.

- (2) Consequently, share amount shown is an estimate.) This statement does not include changes in beneficial ownership of shares held in such account occurring after 9-30-13 that are eligible for deferred reporting on Form 5.

Estimated shares attributable to TI 401(k) Account as of 9-30-2013. (Interests in this account are denominated in units. Consequently,

- (3) share amount shown is an estimate.) This statement does not include changes in beneficial ownership of shares held in this account occurring after 9-30-2013 that are eligible for deferred reporting on Form 5.

- (4) The option becomes exercisable in four equal annual installments beginning on January 18, 2008.

- (5) The option becomes exercisable in four equal annual installments beginning on January 29, 2010.

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.