Edgar Filing: TEXAS INSTRUMENTS INC - Form 4

| TEXAS INST Form 4 January 27, 20 | TRUMENTS IN | NC | | | | | | | | |
|--|-------------------------------------|---------------------|---------------------------------------|--|--------------------|--------|--|--|--|------------------------|
| FORM | Л | | | | | | | | | PPROVAL |
| | UNITEL |) STATES | | ITIES Al hington, | | | IGE (| COMMISSION | OMB Number: | 3235-0287 |
| Subject to Section 16. Form 4 or Form 5 obligations may continue. Filed pursuant to Section Section 17(a) of the Public U | | | | NGES IN BENEFICIAL OWNERSHIP OF SECURITIES 16(a) of the Securities Exchange Act of 1934, Utility Holding Company Act of 1935 or Secti Investment Company Act of 1940 | | | | | Expires: January 31 2005 Estimated average burden hours per response 0.5 | |
| (Print or Type R | esponses) | | | | | | | | | |
| Whitaker Darla HSymbol | | | Name and Ticker or Trading | | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | |
| (Last) 12500 TI BC | (First) | (Middle) | | | insaction | | | Director X Officer (give below) Sr. V | | Owner er (specify |
| | | | ndment, Date Original th/Day/Year) | | | | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_Form filed by One Reporting Person | | | |
| DALLAS, T | X 75243 | | | | | | | Form filed by M Person | fore than One Re | eporting |
| (City) | (State) | (Zip) | Table | e I - Non-Do | erivative S | ecurit | ies Acq | uired, Disposed of | , or Beneficial | ly Owned |
| 1.Title of Security (Instr. 3) | 2. Transaction Da (Month/Day/Yea | r) Execution any | on Date, if | 3. Transactio Code (Instr. 8) Code V | n(A) or Dis (D) | sposed | of | | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | Indirect Beneficial |
| Common Stock | 01/23/2014 | | | A <u>(1)</u> | | A | \$ 0 | 134,956 | D | |
| D | | с , , , , | c | | | | | | | |

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.

 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. Transactio Code (Instr. 8) | 5. Number of orDerivative 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) | \$ 44.09 | 01/23/2014 | | A | 98,399 | (2) | 01/23/2024 | Common Stock | 98,399 |

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Reporting Owners

**Signature of Reporting Person

| Reporting Owner Name / Address | Relationships | | | | | | |
|--|---------------|-----------|--------------------|-------|--|--|--|
| 1 | Director | 10% Owner | Officer | Other | | | |
| Whitaker Darla H 12500 TI BOULEVARD DALLAS, TX 75243 | | | Sr. Vice President | | | | |
| Signatures | | | | | | | |
| /s/ Daniel M. Drory, Attorney In Fact | | 01/27/202 | 14 | | | | |

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).

Date

- (1) Award of restricted stock units pursuant to 2009 Long-Term Incentive Plan.
- (2) The option becomes exercisable in four equal annual installments beginning on January 23, 2015.

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.