

NATIONAL INSTRUMENTS CORP /DE/
 Form 4
 August 19, 2008

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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 *
KODOSKY JEFFREY L

(Last) (First) (Middle)

C/O NATIONAL INSTRUMENTS
 CORP, 11500 N. MOPAC
 EXPRESSWAY

(Street)

AUSTIN, TX 78759

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
**NATIONAL INSTRUMENTS
 CORP /DE/ [NATI]**

3. Date of Earliest Transaction
 (Month/Day/Year)
08/18/2008

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount (A) or (D) Price | | |
| Common Stock | 08/18/2008 | | S | | 3,000 (1) \$ 32.9677 | D | |
| Common Stock | 08/18/2008 | | S | | 2,000 (1) \$ 32.7915 | D | |
| Common Stock | 08/18/2008 | | S | | 1,000 (1) \$ 32.92 | D | |
| Common Stock | 08/18/2008 | | S | | 3,000 (1) \$ 32.9677 | D | by Spouse |
| | 08/18/2008 | | S | | | D | by Spouse |

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| | | | | | | | | | | | | |
|--------------|------------|--|---|---------------------|----|------------|---------|---|--|--|--|------------------------|
| Common Stock | | | | 2,000 <u>(1)</u> | \$ | | | | | | | |
| Common Stock | 08/18/2008 | | S | 1,000 <u>(1)</u> | D | \$ 32.92 | 919,391 | I | | | | by Spouse |
| Common Stock | 08/18/2008 | | S | 300 <u>(1)</u> | D | \$ 32.9677 | 680,574 | I | | | | by Laura Kodosky trust |
| Common Stock | 08/18/2008 | | S | 200 <u>(1)</u> | D | \$ 32.7915 | 680,374 | I | | | | by Laura Kodosky trust |
| Common Stock | 08/18/2008 | | S | 100 <u>(1)</u> | D | \$ 32.92 | 680,274 | I | | | | by Laura Kodosky trust |
| Common Stock | 08/18/2008 | | S | 300 <u>(1)</u> | D | \$ 32.9677 | 680,574 | I | | | | by Karen Kodosky trust |
| Common Stock | 08/18/2008 | | S | 200 <u>(1)</u> | D | \$ 32.7915 | 680,374 | I | | | | by Karen Kodosky trust |
| Common Stock | 08/18/2008 | | S | 100 <u>(1)</u> | D | \$ 32.92 | 680,274 | I | | | | by Karen Kodosky trust |

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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| KODOSKY JEFFREY L C/O NATIONAL INSTRUMENTS CORP 11500 N. MOPAC EXPRESSWAY AUSTIN, TX 78759 | X | | | |

Signatures

| | |
|---|---------------------|
| David G. Hugley as attorney-in-fact for Jeffrey L. Kodosky | 08/19/2008 |
| <small>**Signature of Reporting Person</small> | <small>Date</small> |

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) Shares were sold under Reporting Person's 10(b)5-1 Plan.

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.