

NATIONAL INSTRUMENTS CORP /DE/
Form 4

December 26, 2007

FORM 4

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

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

OMB APPROVAL

OMB
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2005
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(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)
12/24/2007

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 Beneficial Ownership (Instr. 4)
Common Stock	12/24/2007		S	Amount 3,000 (1) D	\$ 34.2563	1,016,390	D
Common Stock	12/24/2007		S	Amount 3,000 (1) D	\$ 34.2563	1,016,391	I by Spouse
Common Stock	12/24/2007		S	Amount 300 (1) D	\$ 34.2563	689,974	I by Laura Kodosky trust
Common Stock	12/24/2007		S	Amount 300 (1) D	\$ 34.2563	689,974	I by Karen Kodosky

								trust
Common Stock	12/26/2007	S	1,000 (1)	D	\$ 34.2608	1,015,390	D	
Common Stock	12/26/2007	S	1,000 (1)	D	\$ 34.2608	1,015,391	I	by Spouse
Common Stock	12/26/2007	S	100 (1)	D	\$ 34.2608	689,874	I	by Laura Kodosky trust
Common Stock	12/26/2007	S	100 (1)	D	\$ 34.2608	689,874	I	by Karen Kodosky trust
Common Stock	12/26/2007	S	2,000 (1)	D	\$ 34.3197	1,013,390	D	
Common Stock	12/26/2007	S	2,000 (1)	D	\$ 34.3197	1,013,391	I	by Spouse
Common Stock	12/26/2007	S	200 (1)	D	\$ 34.3197	689,674	I	by Laura Kodosky trust
Common Stock	12/26/2007	S	200 (1)	D	\$ 34.3197	689,674	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.

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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)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
				Code	V (A) (D)				

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

12/26/2007

__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) 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.

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