

TEXAS INSTRUMENTS INC
 Form 3
 May 03, 2006

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â George Arthur L Jr		(Month/Day/Year)	TEXAS INSTRUMENTS INC [TXN]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
		04/24/2006		
12500 TI BOULEVARD			(Check all applicable)	
(Street)			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)	
DALLAS,Â TXÂ 75243			6. Individual or Joint/Group Filing(Check Applicable Line)	
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	
			Sr. Vice President	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	28,390 ⁽¹⁾	D	Â

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable Expiration Date	Title Amount or Number of			

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				Shares		(I) (Instr. 5)	
Contractual Stock Interest	Â (2)	Â (2)	Common Stock	37.26	\$ 0	D	Â
NQ Stock Option (right to buy)	Â (3)	01/15/2013	Common Stock	20,000	\$ 16.11	D	Â
NQ Stock Option (right to buy)	Â (4)	02/20/2013	Common Stock	20,000	\$ 16.25	D	Â
NQ Stock Option (right to buy)	Â (5)	01/20/2015	Common Stock	25,000	\$ 21.55	D	Â
NQ Stock Option (right to buy)	Â (6)	01/20/2009	Common Stock	20,000	\$ 24.9	D	Â
NQ Stock Option (right to buy)	Â (7)	01/16/2012	Common Stock	20,000	\$ 26.5	D	Â
NQ Stock Option (right to buy)	Â (8)	02/21/2012	Common Stock	100	\$ 29.19	D	Â
NQ Stock Option (right to buy)	Â (9)	01/14/2014	Common Stock	25,000	\$ 32.39	D	Â
NQ Stock Option (right to buy)	Â (10)	01/19/2016	Common Stock	15,000	\$ 32.55	D	Â
NQ Stock Option (right to buy)	Â (11)	07/31/2011	Common Stock	15,000	\$ 35.13	D	Â
NQ Stock Option (right to buy)	Â (12)	01/17/2011	Common Stock	10,000	\$ 50.38	D	Â
NQ Stock Option (right to buy)	Â (13)	01/19/2010	Common Stock	16,000	\$ 55.22	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
George Arthur L Jr 12500 TI BOULEVARD DALLAS, TX 75243	Â	Â	Â Sr. Vice President	Â

Signatures

CYNTHIA H. HAYNES, ATTORNEY IN FACT

05/03/2006

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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).
- (3) The option becomes exercisable in four equal annual installments beginning on January 15, 2004.
- (5) The option becomes exercisable in four equal annual installments beginning on January 20, 2006.
- (9) The option becomes exercisable in four equal annual installments beginning on January 14, 2005.
- (12) The option becomes exercisable in four equal annual installments beginning on January 17, 2002.
- (7) The option becomes exercisable in four equal annual installments beginning on January 16, 2003.
- (10) The option becomes exercisable in four equal annual installments beginning on January 19, 2007.
- (8) The option became 100% exercisable on February 21, 2003.
- (4) The option becomes exercisable in three annual installments beginning on February 20, 2005.
- (13) The option becomes exercisable in four equal annual installments beginning on January 19, 2001.
- (2) Estimated share interest attributable to TI Benefit Restoration and Deferred Compensation account as of April 24, 2006. (Interests in this account are denominated in units. Consequently, share interest amount shown is an estimate.) Share interest to be settled in cash upon the reporting person's termination of service from Issuer.
- (11) The option becomes exercisable in four equal annual installments beginning on July 31, 2002.
- (1) Includes 25,000 shares subject to the terms of restricted stock units awarded under the 2000 Long-Term Incentive Plan.
- (6) The option becomes exercisable in four equal annual installments beginning on January 20, 2000.

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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