

TEXAS INSTRUMENTS INC
 Form 4
 February 02, 2016

FORM 4

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

OMB APPROVAL

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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 *
 ANDERSON STEPHEN A.

2. Issuer Name and Ticker or Trading Symbol
 TEXAS INSTRUMENTS INC
 [TXN]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 12500 TI BOULEVARD
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 01/29/2016

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Sr. Vice President

DALLAS, TX 75243
 (City) (State) (Zip)

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

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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	01/29/2016		A		35,897 (1)	A	\$ 0 235,155 D
Common Stock	01/29/2016		S		18,233	D	\$ 51.89 (2) 216,922 D
Common Stock	01/29/2016		S		27,601	D	\$ 52.21 (3) 189,321 D
Common Stock	02/01/2016		M		137,500	A	\$ 32.36 326,821 D
Common Stock	02/01/2016		S		137,500	D	\$ (4) 53.0832 189,321 D

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- (3) Sales effected pursuant to a Rule 10b5-1 trading plan entered into by the reporting person on 7-30-2015. The price in Table 1 is a weighted average sale price. The sales were at prices ranging from \$52.05 to \$52.44.
- (4) The price in Table 1 is a weighted average sale price. The sales were at prices ranging from \$53.08 to \$53.115. The Issuer undertakes to provide upon request a detailed breakout of the sale prices and the number of shares sold at each price.
- (5) The option becomes exercisable in four equal annual installments beginning on January 26, 2013.
- (6) The option becomes exercisable in four equal annual installments beginning on January 29, 2017.

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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