

NATIONAL INSTRUMENTS CORP /DE/  
 Form 4  
 May 02, 2008

**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 \*  
**FINGER MARK**

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

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

(Last) (First) (Middle)  
 C/O NATIONAL  
 INSTRUMENTS, 11500 MOPAC  
 BLDG B

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 05/01/2008

\_\_\_\_ Director  
 Officer (give title below)  
 \_\_\_\_ 10% Owner  
 \_\_\_\_ Other (specify below)  
 Vice President

(Street)  
 AUSTIN, TX 78759

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

(City) (State) (Zip)

**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 or Disposed of (A) or (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) |        |   |  |
|---------------------------------|--------------------------------------|--|--------------------------------|--|---|--|---|--------|---|--|
|                                 |                                      |  |                                | (A) or (D)   | Price   |  |   |        |   |  |
|                                 |                                      |  |                                | Code   | V   | Amount   |   |        |   |  |
| Common Stock                    | 05/01/2008                           |  | M                              | V  | 241 <sup>(1)</sup>  | A  | \$ 22.831   | 20,296 | D |  |
| Common Stock                    | 05/01/2008                           |  | M                              |  | 2,559   | A  | <u>2</u>  | 22,855 | D |  |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Restricted Stock Units                     | (2)  | 05/01/2008                           |  | M                              | 1,279   | (3) 05/01/2020   | Common Stock  | 7,546                         |
| Restricted Stock Units                     | (2)  | 05/01/2008                           |  | M                              | 640   | (3) 05/01/2021   | Common Stock  | 4,358                         |
| Restricted Stock Units                     | (2)  | 05/01/2008                           |  | M                              | 640   | (3) 05/01/2022   | Common Stock  | 5,000                         |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                |       |
|---|---------------|-----------|----------------|-------|
|   | Director      | 10% Owner | Officer        | Other |
| FINGER MARK<br>C/O NATIONAL INSTRUMENTS<br>11500 MOPAC BLDG B<br>AUSTIN, TX 78759 |               |           | Vice President |       |

## Signatures

David G. Hugley as Attorney-in-Fact for Mark Finger 05/02/2008

\_\_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) Acquisition of stock under Issuer's employee stock purchase plan.

(2) Each restricted stock unit represents a contingent right to receive one share of the Issuer's common stock.

(3) The restricted stock units vest and become exercisable based on time and performance milestones set by the Issuer.

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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