TEXAS INSTRUMENTS INC

Form 4 April 25, 2014

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB APPROVAL OMB

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SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue.

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

See Instruction

1. Name and Ad CRUTCHER	*	ting Person *	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer		
			TEXAS INSTRUMENTS INC [TXN]	(Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)	Director 10% Owner X Officer (give title Other (specify		
12500 TI BOULEVARD			04/25/2014	below) below) Sr. Vice President		
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person		
DALLAS, TX 75243				Form filed by More than One Reporting Person		
(City)	(State)	(Zip)	Table I - Non-Derivative Securities Acc	quired, Disposed of, or Beneficially Owned		
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(City)	(State)	(Zip) Tal	ble I - Non-	Derivative	Securi	ities Acquire	ed, Disposed of, o	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. 4. Securities Acquired (A) or TransactiorDisposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or			5. Amount of Securities Ownership Beneficially Form: Owned Direct (D) Following or Indirect Reported (I) Transaction(s) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
			Code V	Amount	(D)	Price	(Instr. 3 and 4)		
Common Stock	04/25/2014		M	71,875	A	\$ 34.63	514,705	D	
Common Stock	04/25/2014		M	28,125	A	\$ 32.36	542,830	D	
Common Stock	04/25/2014		S <u>(1)</u>	100,000	D	\$ 47.0581	442,830	D	
Common Stock							9,314 (2)	I	By Trust

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

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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. Transactic Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
NQ Stock Option (Right to Buy)	\$ 34.63	04/25/2014		M	71,875	(3)	01/27/2021	Common Stock	71,875
NQ Stock Option (Right to Buy)	\$ 32.36	04/25/2014		M	28,125	<u>(4)</u>	01/26/2022	Common Stock	28,125

Reporting Owners

Reporting Owner Name / Address	Relationships						
·F···	Director	10% Owner	Officer	Other			
CRUTCHER BRIAN T							
12500 TI BOULEVARD			Sr. Vice President				
DALLAS TX 75243							

Signatures

/s/ Daniel M. Drory, Attorney
In Fact
04/25/2014

**Signature of Reporting Person Da

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) The price in Table 1 is a weighted average sale price. The sales were at prices ranging from \$47.0000 to \$47.2510. The Issuer undertakes to provide upon request a detailed breakout of the sale prices and the number of shares sold at each price.

Reporting Owners 2

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- (2) Shares held in trust for the benefit of family members of which reporting person is a trustee.
- (3) The option becomes exercisable in four equal annual installments beginning on January 27, 2012.
- (4) The option becomes exercisable in four equal annual installments beginning on January 26, 2013.

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.