

ANDERSKOUV NIELS

Form 4

January 29, 2013

FORM 4

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

OMB APPROVAL

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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 *
ANDERSKOUV NIELS

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)
01/25/2013

____ 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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	01/25/2013		A ⁽¹⁾	41,667	A \$ 0	176,551	D
Common Stock	01/25/2013		M	15,625	A \$ 23.05	192,176	D
Common Stock	01/25/2013		M	15,625	A \$ 23.05	207,801	D
Common Stock	01/25/2013		S ⁽²⁾	31,250	D \$ 33.1222	176,551	D
Common Stock	01/28/2013		M	15,625	A \$ 23.05	192,176	D

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Common Stock	01/28/2013		M	15,625	A	\$ 23.05	207,801	D	
Common Stock	01/28/2013		S ⁽³⁾	31,250	D	\$ 33.124	176,551	D	
Common Stock							56,166	I	By wholly owned corporation

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

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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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount
NQ Stock Option (Right to Buy)	\$ 32.8	01/25/2013		A	125,000	⁽⁴⁾ 01/25/2023	Common Stock 125,000
NQ Stock Option (Right to Buy)	\$ 23.05	01/25/2013		M	15,625	⁽⁵⁾ 01/28/2020	Common Stock 15,625
NQ Stock Option (Right to Buy)	\$ 23.05	01/25/2013		M	15,625	⁽⁵⁾ 01/28/2020	Common Stock 15,625
NQ Stock Option (Right to Buy)	\$ 23.05	01/28/2013		M	15,625	⁽⁵⁾ 01/28/2020	Common Stock 15,625
NQ Stock	\$ 23.05	01/28/2013		M	15,625	⁽⁵⁾ 01/28/2020	Common Stock 15,625

