TEXAS INSTRUMENTS INC

Form 4

February 01, 2008

FORM 4

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005

OMB APPROVAL

Form 4 or Form 5 obligations may continue.

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

burden hours per response... 0.5

Estimated average

See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * DELAGI R GREGORY				2. Issue Symbol	r Name an	nd Ticker or Trading	5. Relationship of Reporting Person(s) to Issuer				
				ΓEXAS [TXN]	S INSTR	UMENTS INC	(Check all applicable)				
(Last) (First) (Middle) 12500 TI BOULEVARD			, ,		f Earliest 7	Γransaction	Director _X_ Officer (give	10%			
			`)1/31/2	• 1		below) SR. VICE PRESIDENT				
(Street)				4. If Amendment, Date Original			6. Individual or Joint/Group Filing(Check				
				Filed(Mo	nth/Day/Ye	ar)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting				
DALLAS, TX 75243						Person					
	(City)	(State)	(Zip)	Tab	le I - Non-	Derivative Securities Acq	uired, Disposed of	, or Beneficial	lly Owned		
	1.Title of	2. Transaction Date	2A. Deemed	l	3.	4. Securities Acquired (A) 5. Amount of	6.	7. Nature		
	Security	(Month/Day/Year)	Execution Da	Date, if Transaction Disposed of (D)			Securities	Ownership	Indirect		
	(Instr. 3)		anv		Code	(Instr. 3, 4 and 5)	Beneficially	Form:	Beneficia		

` •	· · · · ·	Tab	ie i - Noii-	Derivative	Secu	iriues Acqui	rea, Disposea oi,	or belleficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)		sed of 4 and	` '	5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)	(Instr. 4)	
Common Stock	01/31/2008		S(1)	2,000	D	\$ 30.43	162,285	D	
Common Stock	01/31/2008		S <u>(1)</u>	2,000	D	\$ 30.691	160,285	D	
Common Stock	01/31/2008		S <u>(1)</u>	800	D	\$ 30.71	159,485	D	
Common Stock	01/31/2008		S <u>(1)</u>	1,200	D	\$ 30.72	158,285	D	
Common Stock	01/31/2008		S(1)	2,000	D	\$ 30.731	156,285	D	

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Common Stock	01/31/2008	S <u>(1)</u>	1,900	D	\$ 30.84	154,385	D	
Common Stock	01/31/2008	S <u>(1)</u>	100	D	\$ 30.8401	154,285	D	
Common Stock	01/31/2008	S <u>(1)</u>	2,000	D	\$ 30.871	152,285	D	
Common Stock	01/31/2008	S <u>(1)</u>	2,000	D	\$ 30.941	150,285	D	
Common Stock	01/31/2008	S <u>(1)</u>	2,000	D	\$ 30.97	148,285	D	
Common Stock	01/31/2008	S <u>(1)</u>	1,300	D	\$ 30.98	146,985	D	
Common Stock	01/31/2008	S <u>(1)</u>	700	D	\$ 30.985	146,285	D	
Common Stock	01/31/2008	S <u>(1)</u>	2,000	D	\$ 31.061	144,285	D	
Common Stock						8 (2)	I	By Son
Common Stock						3,717.78 (3)	I	By TrustPS
Common Stock						6,737.68 <u>(4)</u>	I	By TrustTI 401(k)

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474

(9-02)

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

	2.	3. Transaction Date		4.	5.	6. Date Exercis		7. Title and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	ionNumber	Expiration Dat	e	Amount of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/Y	ear)	Underlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	re		Securities	(Instr. 5)	Bene
	Derivative		•		Securities	S		(Instr. 3 and 4)		Own
	Security				Acquired			,		Follo
	·				(A) or					Repo
					Disposed					Trans
					of (D)					(Instr
					(Instr. 3,					`
					4, and 5)					
					,					
				Code V	(A) (D)	Date 1	Expiration	Title Amount		
						Exercisable 1	Date	or		
								Number		

of Shares

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

DELAGI R GREGORY 12500 TI BOULEVARD DALLAS, TX 75243

SR. VICE PRESIDENT

Signatures

CYNTHIA H. HAYNES, ATTORNEY IN FACT

02/01/2008

**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).
 - Estimated shares attributable to TI Universal Profit Sharing Account as of 12-31-07. (Interests in this account are denominated in units.
- (3) Consequently, share amount shown is an estimate.) This statement does not include changes in beneficial ownership of shares held in such account occurring after 12-31-07 that are eligible for deferred reporting on Form 5.
- (2) Beneficial ownership by reporting person disclaimed.
 - Estimated shares attributable to TI 401(k) Account as of 12-31-07. (Interests in this account are denominated in units. Consequently,
- (4) share amount shown is an estimate.) This statement does not include changes in beneficial ownership of shares held in this account occurring after 12-31-07 that are eligible for deferred reporting on Form 5.
- (1) Sales effected pursuant to a Rule 10b5-1 trading plan entered into by the reporting person on October 25, 2007.

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.

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