TEXAS INSTRUMENTS INC

Form 4

February 01, 2008

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

response...

OMB APPROVAL

Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

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 may continue. See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

(Fillit of Type Responses)											
LOWE GREGG A Symi			Symbol	S INSTE			C	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) 12500 TI l	(First) BOULEVARD	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 01/31/2008					Director 10% OwnerX Officer (give title Other (specify below) SR. VICE PRESIDENT			
(Street) 4. If Amendment, Date Original Filed(Month/Day/Year)						6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting					
DALLAS, TX 75243								Person			
(City)	(State)	(Zip)	Tal	ble I - Non	-Derivati	ve Sec	curities Acc	quired, Disposed	of, or Benefi	cially Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)		3. 4. Securiti Transaction(A) or Dis Code (Instr. 3, 4 (Instr. 8) Code V Amount				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)	
Common Stock	01/31/2008			F(1)	8,057	D	\$ 30.85	343,429	D		

Common $S^{(2)}$ 02/01/2008 2,200 D \$ 30.66 341,229 D Stock Common 02/01/2008 $S^{(2)}$ D 1,400 D \$ 30.79 339,829 Stock

Common 02/01/2008 $S^{(2)}$ 1,200 D \$ 30.84 338,629 D Stock Common 02/01/2008 $S^{(2)}$ 900 337,729 D Stock

Edgar Filing: TEXAS INSTRUMENTS INC - Form 4

Common Stock	02/01/2008	S(2)	1,000	D	\$ 30.85	336,729	D	
Common Stock	02/01/2008	S(2)	1,400	D	\$ 30.98	335,329	D	
Common Stock	02/01/2008	S(2)	4,800	D	\$ 30.99	330,529	D	
Common Stock	02/01/2008	S(2)	1,200	D	\$ 31	329,329	D	
Common Stock	02/01/2008	S(2)	1,000	D	\$ 31.005	328,329	D	
Common Stock	02/01/2008	S(2)	600	D	\$ 31.02	327,729	D	
Common Stock	02/01/2008	S(2)	400	D	\$ 31.15	327,329	D	
Common Stock	02/01/2008	S(2)	1,600	D	\$ 31.16	325,729	D	
Common Stock	02/01/2008	S(2)	800	D	\$ 31.17	324,929	D	
Common Stock	02/01/2008	S(2)	1,700	D	\$ 31.175	323,229	D	
Common Stock	02/01/2008	S(2)	1,743	D	\$ 31.26	321,486	D	
Common Stock						395.74 <u>(3)</u>	I	By Trust401(k)
Common Stock						3,087.36 (4)	I	By TrustPS

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)

 $\label{thm:convertible} \textbf{Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned} \\ \textit{(e.g., puts, calls, warrants, options, convertible securities)}$

4 551 4					_				0.37
1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exercisable and	7. Title and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration Date	Amount of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/Year)	Underlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e	Securities	(Instr. 5)	Bene
	Derivative				Securities	3	(Instr. 3 and 4)		Own
	Security				Acquired				Follo
					(A) or				Repo
					Disposed				Trans
					of (D)				(Instr
					(Instr. 3,				

Edgar Filing: TEXAS INSTRUMENTS INC - Form 4

4, and 5)

Date Expiration Or Number Of Shares

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

LOWE GREGG A 12500 TI BOULEVARD DALLAS, TX 75243

SR. VICE PRESIDENT

Signatures

CYNTHIA H. HAYNES, ATTORNEY IN FACT

02/01/2008

Date

**Signature of Reporting Person

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) Withholding of shares of common stock to satisfy tax withholding obligation (relating to vesting of a previously granted award).
 - Estimated shares attributable to TI Universal Profit Sharing Account as of 12-31-07. (Interests in this account are denominated in units.
- (4) 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) Sales effected pursuant to a Rule 10b5-1 trading plan entered into by the reporting person on July 26, 2007.
- Estimated shares attributable to TI 401(k) Account as of 12-31-07. (Interests in this account are denominated in units. Consequently,
- (3) 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.

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.

Reporting Owners 3