

TEMPLETON RICHARD K

Form 4

October 30, 2017

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
TEMPLETON RICHARD K

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)
10/26/2017

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
Chairman, President & CEO

DALLAS, TX 75243

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 (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)
Common Stock	10/26/2017		M	190,000 A	\$ 34.63 1,137,056	D	
Common Stock	10/26/2017		S	190,000 D	\$ 96.1802 947,056	D	
Common Stock	10/27/2017		M	190,000 A	\$ 34.63 1,137,056	D	
Common Stock	10/27/2017		S	45,914 D	\$ 96.1578 1,091,142	D	
	10/27/2017		S	144,086 D	947,056	D	

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Common Stock					\$ 97.1107 (3)			
Common Stock	10/30/2017		M	70,000	A	\$ 34.63	1,017,056	D
Common Stock	10/30/2017		S	70,000	D	\$ 96.4094 (4)	947,056	D
Common Stock							45,711 (5)	I
Common Stock							311.01 (6)	I
Common Stock							12,808.87 (7)	I
								By Children
								By Trust 401(k)
								By Trust PS

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. 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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
NQ Stock Option (Right to Buy)	\$ 34.63	10/26/2017		M		190,000		<u>(8)</u>	01/27/2021	Common Stock	190,000
NQ Stock Option (Right to Buy)	\$ 34.63	10/27/2017		M		190,000		<u>(8)</u>	01/27/2021	Common Stock	190,000
NQ Stock Option	\$ 34.63	10/30/2017		M		70,000		<u>(8)</u>	01/27/2021	Common Stock	70,000

(Right to
Buy)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TEMPLETON RICHARD K 12500 TI BOULEVARD DALLAS, TX 75243	X		Chairman, President & CEO	

Signatures

/s/ Muriel C. McFarling, Attorney
in Fact

10/30/2017

__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) The price in Table 1 is a weighted average sale price. The sales were at prices ranging from \$95.85 to \$96.40. The Issuer undertakes to provide upon request a detailed breakout of the sale prices and the number of shares sold at each price.
- (2) The price in Table 1 is a weighted average sale price. The sales were at prices ranging from \$95.71 to \$96.70. The Issuer undertakes to provide upon request a detailed breakout of the sale prices and the number of shares sold at each price.
- (3) The price in Table 1 is a weighted average sale price. The sales were at prices ranging from \$96.71 to \$97.535. The Issuer undertakes to provide upon request a detailed breakout of the sale prices and the number of shares sold at each price.
- (4) The price in Table 1 is a weighted average sale price. The sales were at prices ranging from \$95.94 to \$96.865. The Issuer undertakes to provide upon request a detailed breakout of the sale prices and the number of shares sold at each price.
- (5) Beneficial ownership by reporting person disclaimed.
- (6) Estimated shares attributable to TI 401(k) Account as of 9-30-2017. (Interests in this account are denominated in units. Consequently, share amount shown is an estimate.) This statement does not include changes in beneficial ownership of shares held in this account occurring after 9-30-2017 that are eligible for deferred reporting on Form 5.
- (7) Estimated shares attributable to TI Universal Profit Sharing Account as of 9-30-2017. (Interests in this account are denominated in units. Consequently, share amount shown is an estimate.) This statement does not include changes in beneficial ownership of shares held in such account occurring after 9-30-2017 that are eligible for deferred reporting on Form 5.
- (8) The option became exercisable in four equal annual installments beginning on January 27, 2012.

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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