GOODE DAVID R

Form 4

January 16, 2009

## 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

**OMB APPROVAL** 

response...

if no longer subject to Section 16. Form 4 or

Check this box

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person ** GOODE DAVID R			2. Issuer Name and Ticker or Trading Symbol TEXAS INSTRUMENTS INC [TXN]			Issuer	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)		
			3. Date of Earliest Transaction (Month/Day/Year) 01/16/2009			X Director 10% Owner Officer (give title below) Other (specify below)			
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)			Applicable Line) _X_ Form filed by	_X_ Form filed by One Reporting Person		
DALLAS, TX 75243						Form filed by Person	Form filed by More than One Reporting Person		
(City)	(State)	(Zip)	Table I - Non-I	Perivative S	Securities A	Acquired, Disposed	of, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		Date, if Transact Code	,	l (A) or l of (D)	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						18,632	D		
Common Stock						1,600 (1)	I	By Spouse	

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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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)	4. Transactic Code (Instr. 8)	5. Number of or 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)		8. Pr Deri Secu (Inst
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Units	\$ 1 <u>(2)</u>	01/16/2009	A	458.51	(3)	(3)	Common Stock	458.51	\$ 1

## **Reporting Owners**

Reporting Owner Name / Address	Relationships					
reporting o where there is a real constant of	Director	10% Owner	Officer	Other		
GOODE DAVID R 12500 TI BOULEVARD DALLAS, TX 75243	X					

## **Signatures**

/s/ Daniel M. Drory, Attorney
In Fact

01/16/2009

\*\*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) Beneficial ownership by reporting person disclaimed.
- (2) Security converts to common stock on a one-for-one basis.
- (3) Stock units credited under the Texas Instruments 2003 Director Compensation Plan, to be settled in common stock of the Issuer following the reporting person's termination of service as a director of the Issuer.

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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