HUBACH JOSEPH F

Form 4

January 30, 2009

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

30(h) of the Investment Company Act of 1940

OMB Number:

3235-0287

Expires:

Form filed by More than One Reporting

Person

January 31, 2005

0.5

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SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

may continue. See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading **HUBACH JOSEPH F** Issuer Symbol TEXAS INSTRUMENTS INC (Check all applicable) [TXN] (Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner X_ Officer (give title _ Other (specify (Month/Day/Year) below) 12500 TI BOULEVARD 01/29/2009 SVP, Secretary & Gen Counel (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person

DALLAS, TX 75243

(State)

(7:-

(C:+-)

(City)	(State) (Table	e I - Non-D	erivative S	Securi	ties Acqu	ired, Disposed of	, or Beneficiall	y 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)	4. Securit (n(A) or Dis (Instr. 3, 4)	sposed	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	01/29/2009		$A_{\underline{(1)}}$		A	\$ 0	117,084	D	
Common Stock	01/29/2009		A(2)	20,000	A	\$ 0	137,084	D	
Common Stock	01/30/2009		S(3)	20,000	D	\$ 14.87	117,084	D	

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

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number.

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. Transactio 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
NQ Stock Option (Right to Buy)	\$ 14.95	01/29/2009		A	60,000	<u>(4)</u>	01/29/2019	Common Stock	60,000
NQ Stock Option (Right to Buy)	\$ 14.95	01/29/2009		A	60,000	<u>(5)</u>	01/29/2019	Common Stock	60,000

Reporting Owners

Reporting Owner Name / Address	Keiationsnips					
	Director	10% Owner	Officer	Other		

HUBACH JOSEPH F 12500 TI BOULEVARD DALLAS, TX 75243

SVP, Secretary & Gen Counel

Signatures

/s/ Daniel M. Drory, Attorney
In Fact

01/30/2009

**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) Award of restricted stock units pursuant to 2000 Long Term Incentive Plan.
- (2) Supplemental award of restricted stock units pursuant to 2000 Long Term Incentive Plan.

Sales effected pursuant to a Rule 10b5-1 trading plan entered into by the reporting person on 10-25-07. The sales were at prices ranging (3) from \$14.56 to \$15.23. The price in Table I is the weighted average sale price. The issuer undertakes to provide upon request a detailed breakout of the sale prices and the number of shares sold at each price.

Reporting Owners 2

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- (4) The option becomes exercisable in four equal annual installments beginning on January 29, 2010.
- (5) Supplemental option grant; becomes exercisable in four equal annual installments beginning on January 29, 2010.

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.