#### **HUBACH JOSEPH F**

Form 4

October 29, 2010

## 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

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**OMB APPROVAL** 

response...

Section 16. Form 4 or

Check this box

if no longer

subject to

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 * HUBACH JOSEPH F			2. Issuer Name <b>and</b> Ticker or Trading Symbol TEXAS INSTRUMENTS INC [TXN]	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)
(Last) 12500 TI BO	(First) ULEVARD	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 10/28/2010	Director 10% Owner Officer (give title Other (specify below) SVP, Secretary & Gen Counel
DALLAS, TX	(Street) X 75243		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 Person
(City)	(State)	(Zip)	Table I - Non-Derivative Securities Acc	quired, Disposed of, or Beneficially Owner

		Telson							
(City)	(State)	(Zip) Tal	ole I - Non-	-Derivative	Secur	ities Acquire	d, Disposed of, o	or Beneficially	<b>Owned</b>
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securitie orDisposed o (Instr. 3, 4	f (D)	uired (A) or Price	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	10/28/2010		M	85,000	A	\$ 26.5	227,084	D	
Common Stock	10/28/2010		M	85,000	A	\$ 16.25	312,084	D	
Common Stock	10/28/2010		M	85,000	A	\$ 16.11	397,084	D	
Common Stock	10/28/2010		S <u>(1)</u>	255,000	D	\$ 29.1763	142,084	D	

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. 5. Number of TransactiorDerivative Code Securities (Instr. 8) 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 1 2 ()
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
NQ Stock Option (Right to Buy)	\$ 26.5	10/28/2010		M	85,000	(2)	01/16/2012	Common Stock	85,000	
NQ Stock Option (Right to Buy)	\$ 16.25	10/28/2010		M	85,000	(3)	02/20/2013	Common Stock	85,000	
NQ Stock Option (Right to Buy)	\$ 16.11	10/28/2010		M	85,000	<u>(4)</u>	01/15/2013	Common Stock	85,000	

# **Reporting Owners**

Reporting Owner Name / Address	Relationships				
r	Director	10% Owner	Officer	Other	
HUBACH JOSEPH F					
12500 TI BOULEVARD			SVP, Secretary & Gen Counel		
DALLAS TX 75243					

# **Signatures**

/s/ Daniel M. Drory, Attorney In Fact	10/29/2010		
**Signature of Reporting Person	Date		

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## **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).
- The price in Table I is a weighted average sale price. The sales were at prices ranging from \$28.9950 to \$29.3600. 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 option becomes exercisable in four equal annual installments beginning on January 16, 2003.
- (3) The option becomes exercisable in three annual installments beginning on February 20, 2005.
- (4) The option becomes exercisable in four equal annual installments beginning on January 15, 2004.

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.