MARCH KEVIN P Form 4

October 29, 2010

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

OMB 3235-0287 Number:

**OMB APPROVAL** 

January 31, Expires: 2005

Estimated average burden hours per response... 0.5

5. Relationship of Reporting Person(s) to

Issuer

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

2. Issuer Name and Ticker or Trading

Form 5 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. 30(h) of the Investment Company Act of 1940 See Instruction

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

1(b).

(Print or Type Responses)

MARCH KEVIN P

1. Name and Address of Reporting Person \*

Symbol TEXAS INSTRUMENTS INC (Check all applicable) [TXN] 3. Date of Earliest Transaction (Last) (First) (Middle) Director 10% Owner X\_ Officer (give title Other (specify (Month/Day/Year) below) below) 12500 TI BOULEVARD 10/28/2010 Sr. Vice President & CFO (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 Form filed by More than One Reporting DALLAS, TX 75243 Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of (D) Securities Ownership Indirect (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Beneficial (Month/Day/Year) Ownership Direct (D) (Instr. 8) Owned Following or Indirect (Instr. 4) Reported (I) (A) Transaction(s) (Instr. 4) (Instr. 3 and 4) Code V Amount (D) Price Common 10/28/2010 M 30,000 Α 226,815 D Stock 16.11 Common 1,854.38 (1) I By Trust-- PS Stock Common By  $39.57 \frac{(2)}{2}$ Stock Trust--401(k)

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SEC 1474 (9-02)

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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 Derivativ Security (Instr. 3)	ve Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (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)		(
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
NQ Stock Option (Right to Buy)		10/28/2010		М	30,000	(3)	01/15/2013	Common Stock	30,000	

## **Reporting Owners**

Reporting Owner Name / Address	Relationships
Renariing Owner Name / Anaress	

Director 10% Owner Officer Other

MARCH KEVIN P 12500 TI BOULEVARD DALLAS, TX 75243

Sr. Vice President & CFO

### **Signatures**

/s/ Daniel M. Drory, Attorney In Fact

10/29/2010

\*\*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).
  - Estimated shares attributable to TI Universal Profit Sharing Account as of 9-30-2010. (Interests in this account are denominated in units.
- (1) Consequently, share amount shown is an estimate.) This statement does not include changes in beneficial ownership of shares held in such account occurring after 9-30-2010 that are eligible for deferred reporting on Form 5.
  - Estimated shares attributable to TI 401(k) Account as of 9-30-2010. (Interests in this account are denominated in units. Consequently,
- (2) share amount shown is an estimate.) This statement does not include changes in beneficial ownership of shares held in this account occurring after 9-30-2010 that are eligible for deferred reporting on Form 5.
- (3) 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.

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