

TEMPLETON RICHARD K
Form 4
May 01, 2019

FORM 4

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

OMB APPROVAL

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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

(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)
04/29/2019

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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	04/29/2019		M		160,000	A	\$ 32.36
Common Stock	04/29/2019		S		150,799	D	\$ 116.7558
Common Stock	04/29/2019		S		9,201	D	\$ 117.0758
Common Stock	04/30/2019		M		160,000	A	\$ 32.36
	04/30/2019		S		38,161	D	

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Common Stock					\$					
					117.4294					
					<u>(3)</u>					
Common Stock	04/30/2019		S	121,839	D	\$	117.8819	770,287	D	
						<u>(4)</u>				
Common Stock	05/01/2019		M	155,000	A	\$	32.36	925,287	D	
Common Stock	05/01/2019		S	28,212	D	\$	116.8229	897,075	D	
						<u>(5)</u>				
Common Stock	05/01/2019		S	120,222	D	\$	117.7312	776,853	D	
						<u>(6)</u>				
Common Stock	05/01/2019		S	6,566	D	\$	118.4323	770,287	D	
						<u>(7)</u>				
Common Stock							46,551	<u>(8)</u>	I	By Children
Common Stock							12,783.5615	<u>(9)</u>	I	By Trust PS
Common Stock							310.404	<u>(10)</u>	I	By Trust 401(k)

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

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(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	\$ 32.36	04/29/2019		M	160,000	<u>(11)</u>	01/26/2022	Common Stock	160,000

Buy)

NQ Stock Option (Right to Buy)	\$ 32.36	04/30/2019	M	160,000	<u>(11)</u>	01/26/2022	Common Stock	160,000
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NQ Stock Option (Right to Buy)	\$ 32.36	05/01/2019	M	155,000	<u>(11)</u>	01/26/2022	Common Stock	155,000
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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

05/01/2019

__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 \$116.02 to \$117.01. 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 \$117.02 to \$117.25. 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 \$116.64 to \$117.635. 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 \$117.64 to \$118.355. The Issuer undertakes to provide upon request a detailed breakout of the sale prices and the number of shares sold at each price.
 - (5) The price in Table 1 is a weighted average sale price. The sales were at prices ranging from \$116.24 to \$117.235. The Issuer undertakes to provide upon request a detailed breakout of the sale prices and the number of shares sold at each price.
 - (6) The price in Table 1 is a weighted average sale price. The sales were at prices ranging from \$117.24 to \$118.23. The Issuer undertakes to provide upon request a detailed breakout of the sale prices and the number of shares sold at each price.
 - (7) The price in Table 1 is a weighted average sale price. The sales were at prices ranging from \$118.24 to \$118.81. The Issuer undertakes to provide upon request a detailed breakout of the sale prices and the number of shares sold at each price.
 - (8) Beneficial ownership by reporting person disclaimed.
 - (9) Estimated shares attributable to TI Universal Profit Sharing Account as of 03-31-2019. (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 03-31-2019 that are eligible for deferred reporting on Form 5.

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(10) Estimated shares attributable to TI 401(k) Account as of 03-31-2019. (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 03-31-2019 that are eligible for deferred reporting on Form 5.

(11) The option became exercisable in four equal annual installments beginning on January 26, 2013.

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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