ALMGREN RAY Form 4 May 04, 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 Form 5 obligations

Check this box

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)

may continue.

See Instruction

1. Name and Address of Reporting Person * ALMGREN RAY			Symbol NATIO	2. Issuer Name and Ticker or Trading Symbol NATIONAL INSTRUMENTS CORP /DE/ [NATI]				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
	(Last)	(First) (Mi	iddle) 3. Date of (Month/D	Earliest Tra	ansaction			DirectorX_ Officer (given	ve title Oth	Owner or (specify
	11500 NORT	TH MOPAC BLD		•				below)	below) Vice President	
(Street)			4. If Ame	4. If Amendment, Date Original				6. Individual or Joint/Group Filing(Check		
	AUSTIN, TX	X 78759	Filed(Mor	nth/Day/Year)				Applicable Line) _X_ Form filed by Form filed by Person	One Reporting Pe More than One Re	
	(City)	(State) (Z	Zip) Tabl	e I - Non-D	erivative S	Securi	ties Ac	quired, Disposed	of, or Beneficial	lly 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. Securi onAcquirec Disposec (Instr. 3,	l (A) c 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	05/01/2009		M	3,021	A	<u>(1)</u>	39,007	D	

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.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Edgar Filing: ALMGREN RAY - Form 4

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. Numb orDerivativ Securitie Acquired Disposed (Instr. 3, 5)	/e s l (A) or l of (D)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount o Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(1)	04/25/2008		A	5,000 (2)		(3)	05/01/2023	Common Stock	5,000
Restricted Stock Units	Ш	04/22/2009		A	4,000		(3)	05/01/2024	Common Stock	4,000
Restricted Stock Units	<u>(1)</u>	05/01/2009		M		1,209	(3)	05/01/2020	Common Stock	6,267
Restricted Stock Units	Ш	05/01/2009		M		604	(3)	05/01/2021	Common Stock	3,718
Restricted Stock Units	Ш	05/01/2009		M		604	(3)	05/01/2022	Common Stock	4,360
Restricted Stock Units	(1)	05/01/2009		M		604	(3)	05/01/2023	Common Stock	5,000

Reporting Owners

Reporting Owner Name / Address	Relationships							
• 0	Director	10% Owner	Officer	Other				
ALMGREN RAY 11500 NORTH MOPAC BLDG C AUSTIN, TX 78759			Vice President					
Signatures								
David G. Hugley as attorney-in-fact Almgren	for Ray		05/04/2009					
**Signature of Reporting Person			Date					

Reporting Owners 2

Edgar Filing: ALMGREN RAY - Form 4

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) Each restricted stock unit represents a contingent right to receive one share of the Issuer's common stock.
- (2) The restricted stock unit award was inadvertently not filed after it was granted on April 25, 2008.
- (3) The restricted stock units vest and become exercisable based on time and performance milestones set by 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.