

NATIONAL INSTRUMENTS CORP /DE/  
Form 4/A  
December 29, 2011

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL  
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**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 \*  
**KODOSKY JEFFREY L**

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) (Middle)

3. Date of Earliest Transaction  
(Month/Day/Year)  
**06/28/2010**

Director  10% Owner  
 Officer (give title below)  Other (specify below)

**C/O NATIONAL INSTRUMENTS CORP, 11500 N. MOPAC EXPRESSWAY**

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)  
**06/29/2010**

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**AUSTIN, TX 78759**

(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 (1) (2)   | (A) or (D) Price (3)                                  |             |   |                        |
| Common Stock                    | 06/28/2010                           |  | S                              |   | 3,719 (1) (2)   | D  | \$ 32.8316 (3)  | 711,330 (4) | D |                        |
| Common Stock                    | 06/28/2010                           |  | S                              |   | 3,719 (1) (2)   | D  | \$ 32.8316 (3)  | 711,331 (4) | I | by Spouse              |
| Common Stock                    | 06/28/2010                           |  | S                              |   | 3,719 (1) (2)   | D  | \$ 32.8316 (3)  | 542,014 (4) | I | by Laura Kodosky trust |



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- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$32.6168 to \$32.95, inclusive. The reporting person undertakes to provide to National Instruments Corporation, any security holder of National Instruments Corporation or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.
- (3)
- (4) The 1,281 additional shares reported on June 29, 2010 have been included in all Form 4s filed to date.

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.