

Starkloff Eric Howard  
 Form 4  
 May 03, 2013

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

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 \*  
 Starkloff Eric Howard

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)  
 05/01/2013

\_\_\_\_ Director  
 Officer (give title below)  
 \_\_\_\_ 10% Owner  
 \_\_\_\_ Other (specify below)  
 Senior Vice President

C/O NATIONAL INSTRUMENTS CORPORATION, 11500 NORTH MOPAC

(Street)

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

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		4. Securities Acquired (A) or Disposed 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 Ownership (Instr. 4)
			Code	V	Amount	Price			
Common Stock	05/01/2013		M	V	104	A \$ 23.2305	492	D	
Common Stock	05/01/2013		M		6,260	A \$ 6,752	6,752	D	
Common Stock	05/01/2013		F		1,768	D \$ 26.9586	4,984	D	

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

Persons who respond to the collection of information contained in this form are not

SEC 1474 (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)

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)	8. Amount or Number of Shares
Restricted Stock Units	<u>(1)</u>	05/01/2013		M	1,220	<u>(2)</u> 05/01/2020	Common Stock	1,220
Restricted Stock Units	<u>(1)</u>	05/01/2013		M	869	<u>(2)</u> 05/01/2021	Common Stock	1,639
Restricted Stock Units	<u>(1)</u>	05/01/2013		M	869	<u>(2)</u> 05/01/2022	Common Stock	2,602
Restricted Stock Units	<u>(1)</u>	05/01/2013		M	869	<u>(2)</u> 05/01/2023	Common Stock	3,562
Restricted Stock Units	<u>(1)</u>	05/01/2013		M	695	<u>(2)</u> 05/01/2023	Common Stock	3,575
Restricted Stock Units	<u>(1)</u>	05/01/2013		M	869	<u>(2)</u> 05/01/2026	Common Stock	6,470
Restricted Stock Units	<u>(1)</u>	05/01/2013		M	869	<u>(2)</u> 05/01/2027	Common Stock	7,500

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
			Senior Vice President	

Starkloff Eric Howard  
C/O NATIONAL INSTRUMENTS CORPORATION  
11500 NORTH MOPAC  
AUSTIN, TX 78759

## Signatures

David G. Hugley as attorney-in-fact for Eric H.  
Starkloff

05/03/2013

\_\_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) Each restricted stock unit represents a contingent right to receive one share of the Issuer's common stock.
  - (2) 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.