

Starkloff Eric Howard
 Form 4
 May 03, 2018

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 *
 Starkloff Eric Howard

2. Issuer Name and Ticker or Trading Symbol
 NATIONAL INSTRUMENTS
 CORP [NATI]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 ___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 Executive Vice President

(Last) (First) (Middle)
 C/O NATIONAL INSTRUMENTS
 CORPORATION, 11500 NORTH
 MOPAC

3. Date of Earliest Transaction
 (Month/Day/Year)
 05/01/2018

(Street)
 AUSTIN, TX 78759

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	05/01/2018		M	V 265 ⁽¹⁾ A \$ 34.7565	32,599	D	
Common Stock	05/01/2018		M	16,592 A ⁽²⁾	49,191	D	
Common Stock	05/01/2018		F	4,129 D \$ 40.0676	45,062	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)

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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	(2)	05/01/2018		M	391	(3) 05/01/2024	Common Stock	391
Restricted Stock Units	(2)	05/01/2018		M	830	(3) 05/01/2026	Common Stock	830
Restricted Stock Units	(2)	05/01/2018		M	830	(3) 05/01/2027	Common Stock	830
Restricted Stock Units	(2)	05/01/2018		M	830	(3) 05/01/2028	Common Stock	830
Restricted Stock Units	(2)	05/01/2018		M	1,660	(3) 05/01/2029	Common Stock	1,660
Restricted Stock Units	(2)	05/01/2018		M	2,767	(3) 05/01/2030	Common Stock	2,767
Restricted Stock Units	(2)	05/01/2018		M	3,034	(3) 05/01/2031	Common Stock	3,034
Restricted Stock Units	(2)	05/01/2018		M	6,250	(4) 05/01/2032	Common Stock	6,250

