TEXAS INSTRUMENTS INC

Form 4

August 18, 2008

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

January 31, Expires: 2005

OMB APPROVAL

burden hours per response... 0.5

Estimated average

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

Section 16. Form 4 or Form 5 obligations may continue.

See Instruction

Check this box

if no longer

subject to

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

2. Issuer Name and Ticker or Trading

TEXAS INSTRUMENTS INC

Symbol

[TXN]

1(b).

(Print or Type Responses)

ADAMS JAMES R

1. Name and Address of Reporting Person *

(Last)	(First) (3. Date of Earliest Transaction (Month/Day/Year)			X Director	r give title	_ 10% Owner _ Other (specify		
12500 TI BOULEVARD			08/15/2008				below) below)			
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person				
DALLAS, TX 75243							Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Table	e I - Non-I	Derivative	e Securities A	acquired, Dispose	ed of, or Bene	ficially Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deeme Execution any (Month/Da	Date, if ay/Year)	3. Transactio Code (Instr. 8)	4. Securi nAcquired Disposed (Instr. 3,	l (A) or 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							1,450 (1)	I	By Partnership	
Common Stock							271,550 (2)	I	By Trust	
Common Stock							3,037.17 (3)	I	By Trust401(k)	
Common Stock							466.75 (4)	I	By TrustPS	

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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 required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (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. Transactic Code (Instr. 8)	5. Number on f Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4,	6. Date Exerc Expiration D (Month/Day/	ate	7. Title and Amount o Underlying Securities (Instr. 3 and 4)		8. Pric Deriva Securi (Instr.
				Code V	and 5) (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Units	\$ 1 <u>(5)</u>	08/15/2008		A	258.7	<u>(6)</u>	<u>(6)</u>	Common Stock	258.7	\$ 25

Reporting Owners

Reporting Owner Name / Address	Relationships						
1 8	Director	10% Owner	Officer	Other			
ADAMS JAMES R	V						
12500 TI BOULEVARD DALLAS, TX 75243	X						

Signatures

DANIEL M. DRORY, ATTORNEY IN 68/18/2008

**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).
- (2) Shares held in trust for the benefit of family members of which reporting person is trustee. Beneficial ownership by reporting person disclaimed.
- (1) Shares held by family limited partnership of which the reporting person is a general partner. Reporting person disclaims beneficial ownership except to the extent of his pecuniary interest in the partnership.
- Estimated shares attributable to TI 401(k) Account as of 6-30-08. (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 6-30-08 that are eligible for deferred reporting on Form 5.

Reporting Owners 2

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- (6) Stock units credited under the Texas Instruments 2003 Director Compensation Plan, to be settled in common stock of the Issuer following the reporting person's termination of service as a director of the Issuer.
 - Estimated shares attributable to TI Universal Profit Sharing Account as of 6-30-08. (Interests in this account are denominated in units.
- (4) Consequently, share amount shown is an estimate.) This statement does not include changes in beneficial ownership of shares held in such account occurring after 6-30-08 that are eligible for deferred reporting on Form 5.
- (5) Security converts to common stock on a one-for-one basis.

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.