

LOWE GREGG A
Form 4
June 05, 2012

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
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 *
LOWE GREGG A

2. Issuer Name and Ticker or Trading Symbol
TEXAS INSTRUMENTS INC
[TXN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
12500 TI BOULEVARD
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
06/04/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Former Sr. Vice President

DALLAS, TX 75243

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	(D)	Price
Common Stock	06/04/2012		D ⁽¹⁾		46,667	D	\$ 0 272,883
Common Stock	06/04/2012		D ⁽¹⁾		46,667	D	\$ 0 226,216
Common Stock	06/04/2012		D ⁽¹⁾		92,501	D	\$ 0 133,715
Common Stock	06/04/2012		D ⁽¹⁾		61,667	D	\$ 0 72,048
Common Stock	06/04/2012		D ⁽¹⁾		66,667	D	\$ 0 5,381

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Common Stock	428.16 ⁽²⁾	I	By Trust--401(k)
Common Stock	3,337.38 ⁽³⁾	I	By Trust--PS

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

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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. 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)	Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	
NQ Stock Option (Right to Buy)	\$ 32.39	06/04/2012		D ⁽¹⁾	150,000	⁽⁴⁾ 01/14/2014	Common Stock	0
NQ Stock Option (Right to Buy)	\$ 21.55	06/04/2012		D ⁽¹⁾	100,000	⁽⁵⁾ 01/20/2015	Common Stock	0
NQ Stock Option (Right to Buy)	\$ 32.55	06/04/2012		D ⁽¹⁾	100,000	⁽⁶⁾ 01/19/2016	Common Stock	0
NQ Stock Option (Right to Buy)	\$ 28.32	06/04/2012		D ⁽¹⁾	100,000	⁽⁷⁾ 01/18/2017	Common Stock	0
NQ Stock Option	\$ 29.79	06/04/2012		D ⁽¹⁾	100,000	⁽⁸⁾ 01/25/2018	Common Stock	0

(Right to Buy)

NQ Stock Option (Right to Buy)	\$ 14.95	06/04/2012	D ⁽¹⁾	105,000	⁽⁹⁾	01/29/2019	Common Stock	0
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NQ Stock Option (Right to Buy)	\$ 14.95	06/04/2012	D ⁽¹⁾	105,000	⁽⁹⁾	01/29/2019	Common Stock	0
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NQ Stock Option (Right to Buy)	\$ 23.05	06/04/2012	D ⁽¹⁾	277,500	⁽¹⁰⁾	01/28/2020	Common Stock	0
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NQ Stock Option (Right to Buy)	\$ 34.63	06/04/2012	D ⁽¹⁾	185,000	⁽¹¹⁾	01/27/2021	Common Stock	0
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NQ Stock Option (Right to Buy)	\$ 32.36	06/04/2012	D ⁽¹⁾	200,000	⁽¹²⁾	01/26/2022	Common Stock	0
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LOWE GREGG A 12500 TI BOULEVARD DALLAS, TX 75243			Former Sr. Vice President	

Signatures

/s/ Daniel M. Drory, Attorney In Fact	06/05/2012
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**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) Cancellation of award pursuant to its terms.

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- (2) Estimated shares attributable to TI 401(k) account as of May 31, 2012. (Interests in this account are denominated in units. Consequently, share amount shown is an estimate.)
- (3) Estimated shares attributable to TI Universal Profit Sharing account as of May 31, 2012. (Interests in this account are denominated in units. Consequently, share amount shown is an estimate.)
- (4) The option becomes exercisable in four equal annual installments beginning on January 14, 2005.
- (5) The option becomes exercisable in four equal annual installments beginning on January 20, 2006.
- (6) The option becomes exercisable in four equal annual installments beginning on January 19, 2007.
- (7) The option becomes exercisable in four equal annual installments beginning on January 18, 2008.
- (8) The option becomes exercisable in four equal annual installments beginning on January 25, 2009.
- (9) The option becomes exercisable in four equal annual installments beginning on January 29, 2010.
- (10) The option becomes exercisable in four equal annual installments beginning on January 28, 2011.
- (11) The option becomes exercisable in four equal annual installments beginning on January 27, 2012.
- (12) The option becomes exercisable in four equal annual installments beginning on January 26, 2013.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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