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NATIONAL INSTRUMENTS CORP /DE/ Form 4 April 13, 2010 OMB APPROVAL FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB 3235-0287 Washington, D.C. 20549 Number: Check this box January 31, Expires: if no longer 2005 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Estimated average **SECURITIES** Section 16. burden hours per Form 4 or response... 0.5 Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b). (Print or Type Responses) 1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading KODOSKY JEFFREY L Issuer Symbol NATIONAL INSTRUMENTS (Check all applicable) CORP /DE/ [NATI] (Last) (First) (Middle) 3. Date of Earliest Transaction _X__ Director 10% Owner Other (specify Officer (give title (Month/Day/Year) below) below) C/O NATIONAL INSTRUMENTS 04/12/2010 CORP, 11500 N. MOPAC EXPRESSWAY (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting **AUSTIN, TX 78759** Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 7. Nature of 3. 4. Securities Acquired (A) 5. Amount of 6. Transaction Disposed of (D) Securities Ownership Indirect Security (Month/Day/Year) Execution Date, if (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Beneficial anv (Month/Day/Year) (Instr. 8) Owned Direct (D) Ownership Following or Indirect (Instr. 4) Reported (\mathbf{I}) (A) Transaction(s) (Instr. 4) or (Instr. 3 and 4) Code V Amount (D) Price Common 2,000 04/12/2010 S D \$ 35.085 759.330 D Stock (1) 2,000 Common 04/12/2010 S D \$ 35.085 759.331 I by Spouse Stock (1) by Laura Common 2,000 04/12/2010 S D Kodosky \$ 35.085 590.014 I (1) Stock trust Common 04/12/2010 S 2.000 I by Karen D \$ 35.085 590,014 (1) Stock Kodosky

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								trust
Common Stock	04/13/2010	S	2,000 (1)	D	\$ 35.1401	757,330	D	
Common Stock	04/13/2010	S	2,000 (1)	D	\$ 35.1401	757,331	Ι	by Spouse
Common Stock	04/13/2010	S	2,000 (1)	D	\$ 35.1401	588,014	Ι	by Laura Kodosky trust
Common Stock	04/13/2010	S	2,000 (1)	D	\$ 35.1401	588,014	Ι	by Karen Kodosky trust
Common Stock	04/13/2010	S	1,000 (1)	D	\$ 34.9757	756,330	D	
Common Stock	04/13/2010	S	1,000 (1)	D	\$ 34.9757	756,331	I	by Spouse
Common Stock	04/13/2010	S	1,000 (1)	D	\$ 34.9757	587,014	I	by Laura Kodosky trust
Common Stock	04/13/2010	S	1,000 (1)	D	\$ 34.9757	587,014	Ι	by Karen Kodosky trust

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.

 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)	4. Transactic Code (Instr. 8)	5. ofNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	;	ate	7. Titl Amou Under Securi (Instr.	int of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owno Follo Repo Trans (Instr
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
KODOSKY JEFFREY L C/O NATIONAL INSTRUMENTS CORP 11500 N. MOPAC EXPRESSWAY AUSTIN, TX 78759	Х						
Signatures							
David G. Hugley as attorney-in-fact for Jeff Kodosky	frey L.		04/13/2010				
<u>**</u> Signature of Reporting Person			Date				
Explanation of Boonono							

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) Shares were sold under Reporting Person's 10(b)5-1 Plan.

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.