

TEXAS INSTRUMENTS INC
 Form 4
 February 02, 2016

FORM 4

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

OMB APPROVAL

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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 *
 ANDERSON STEPHEN 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)
 01/29/2016

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

DALLAS, TX 75243
 (City) (State) (Zip)

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

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 or Price		
Common Stock	01/29/2016		A		35,897 (1)	A	\$ 0 235,155 D
Common Stock	01/29/2016		S		18,233	D	\$ 51.89 (2) 216,922 D
Common Stock	01/29/2016		S		27,601	D	\$ 52.21 (3) 189,321 D
Common Stock	02/01/2016		M		137,500	A	\$ 32.36 326,821 D
Common Stock	02/01/2016		S		137,500	D	\$ (4) 53.0832 189,321 D

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

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(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 Security (Instr. 3 and 4)	8. Amount and Percentage of Shares Owned
						Date Exercisable	Expiration Date		
NQ Stock Option (Right to Buy)	\$ 32.36	02/01/2016		M	137,500	<u>(5)</u>	01/26/2022	Common Stock	13
NQ Stock Option (Right to Buy)	\$ 52.93	01/29/2016		A	189,828	<u>(6)</u>	01/29/2026	Common Stock	18

Reporting Owners

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

Signatures

/s/ Daniel M. Drory, Attorney In Fact	02/02/2016
**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) Award of restricted stock units pursuant to 2009 Long-Term Incentive Plan.

(2) Sales effected pursuant to a Rule 10b5-1 trading plan entered into by the reporting person on 7-30-2015. The price in Table 1 is a weighted average sale price. The sales were at prices ranging from \$51.05 to \$52.04. The Issuer undertakes to provide upon request a detailed breakout of the sale prices and the number of shares sold at each price set forth in footnotes (2) and (3) to this Form 4.

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- (3) Sales effected pursuant to a Rule 10b5-1 trading plan entered into by the reporting person on 7-30-2015. The price in Table 1 is a weighted average sale price. The sales were at prices ranging from \$52.05 to \$52.44.
- (4) The price in Table 1 is a weighted average sale price. The sales were at prices ranging from \$53.08 to \$53.115. The Issuer undertakes to provide upon request a detailed breakout of the sale prices and the number of shares sold at each price.
- (5) The option becomes exercisable in four equal annual installments beginning on January 26, 2013.
- (6) The option becomes exercisable in four equal annual installments beginning on January 29, 2017.

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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