

TEXAS INSTRUMENTS INC
 Form 4
 November 03, 2014

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 *
 MARCH KEVIN P

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)
 11/03/2014

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

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 Ownership: Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	11/03/2014		M		85,000	A	\$ 32.55
Common Stock	11/03/2014		M		85,000	A	\$ 29.79
Common Stock	11/03/2014		M		95,000	A	\$ 14.95
Common Stock	11/03/2014		M		53,750	A	\$ 23.05
Common Stock	11/03/2014		S ⁽¹⁾		318,750	D	\$ 50.0143
							436,916
							521,916
							616,916
							670,666
							351,916

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Common Stock	2,009.42 ⁽²⁾	I	By Trust-- PS
Common Stock	42.88 ⁽³⁾	I	By Trust--401(k)

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

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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
NQ Stock Option (Right to Buy)	\$ 32.55	11/03/2014		M	85,000	⁽⁴⁾ 01/19/2016	Common Stock	85,000
NQ Stock Option (Right to Buy)	\$ 29.79	11/03/2014		M	85,000	⁽⁵⁾ 01/25/2018	Common Stock	85,000
NQ Stock Option (Right to Buy)	\$ 14.95	11/03/2014		M	95,000	⁽⁶⁾ 01/29/2019	Common Stock	95,000
NQ Stock Option (Right to Buy)	\$ 23.05	11/03/2014		M	53,750	⁽⁷⁾ 01/28/2020	Common Stock	53,750

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MARCH KEVIN P 12500 TI BOULEVARD DALLAS, TX 75243			Sr. Vice President & CFO	

Signatures

/s/ Cynthia H. Grimm, Attorney In Fact	11/03/2014
<u> </u> **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) The price in Table 1 is a weighted average sale price. The sales were at prices ranging from \$50.0000 to \$50.0850. The Issuer undertakes to provide upon request a detailed breakout of the sale prices and the number of shares sold at each price.

Estimated shares attributable to TI Universal Profit Sharing Account as of 9-30-2014. (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 such account occurring after 9-30-2014 that are eligible for deferred reporting on Form 5.
- (2) Estimated shares attributable to TI 401(k) Account as of 9-30-2014. (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 9-30-2014 that are eligible for deferred reporting on Form 5.
- (3) The option becomes exercisable in four equal annual installments beginning on January 19, 2007.
- (4) The option becomes exercisable in four equal annual installments beginning on January 25, 2009.
- (5) The option becomes exercisable in four equal annual installments beginning on January 29, 2010.
- (6) The option becomes exercisable in four equal annual installments beginning on January 28, 2011.

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.