#### NATIONAL INSTRUMENTS CORP

Form 4

January 18, 2017

## FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

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

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* TRUCHARD JAMES J

2. Issuer Name and Ticker or Trading

Symbol

NATIONAL INSTRUMENTS CORP [NATI]

Issuer

5. Relationship of Reporting Person(s) to

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

(Check all applicable)

(Last)

(First) (Middle) 3. Date of Earliest Transaction

(Month/Day/Year) 01/17/2017

X\_ Director X\_\_ 10% Owner Other (specify Officer (give title below)

C/O NATIONAL INSTRUMENTS CORP, 11500 N. MOPAC EXPRESSWAY, BLDG. C

> (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 Form filed by More than One Reporting

5. Amount of

(Instr. 3 and 4)

AUSTIN, TX 78759-3504

(City) (State) (Zip)

01/17/2017

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired Transaction(A) or Disposed of (D) Security (Month/Day/Year) Execution Date, if (Instr. 3) Code (Instr. 3, 4 and 5) (Month/Day/Year) (Instr. 8)

Securities Ownership Beneficially Form: Owned Following Reported (I) Transaction(s) (Instr. 4)

Direct (D) or Indirect

D

(Instr. 4)

Beneficial

Ownership

7. Nature of Indirect

Code V Amount (D) Price

\$

 $S^{(1)}$ 2,500 D 30.37 9,288,916 (2)

(A)

Held by

Common Stock

Common

Stock

I 380,875

Truchard 2010 Grandchildren's Trust, Dr. Truchard is the trustee.

302,144 I

1

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Common Stock			Held by Truchard Descendant's Trust, Dr. Truchard is the trustee.
Common Stock	302,143	I	Held by Truchard Descendant's Trust II, Dr. Truchard is the trustee.
Common Stock	77,243	I	Held by Truchard Foundation, Dr. Truchard is the president.

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)	4. Transaction Code (Instr. 8)	of Derivative Securities Acquired (A) or Disposed of (D)		ate	7. Title Amou Under Securi (Instr.	nt of lying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
			Code V	(Instr. 3, 4, and 5)  (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

# **Reporting Owners**

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
TRUCHARD JAMES J	X	X				
C/O NATIONAL INSTRUMENTS CORP						

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11500 N. MOPAC EXPRESSWAY, BLDG. C AUSTIN, TX 78759-3504

# **Signatures**

David G. Hugley as attorney-in-fact for James J.

Truchard

01/18/2017

\*\*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 sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 22, 2016.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$30.35 to \$30.40, inclusive. The reporting person undertakes to provide to National Instruments Corporation, any security holder of National Instruments Corporation, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote to this Form 4.

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.

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