TRUCHARD JAMES J

Form 4

November 21, 2017

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

3235-0287 Number:

January 31, Expires: 2005

Estimated average burden hours per

response... 0.5

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

Check this box

obligations may continue. See Instruction

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

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]					5. Relationship of Reporting Person(s) to Issuer (Check all applicable)						
	ONAL INSTRUM 00 N. MOPAC	Middle) MENTS		of Earliest T Day/Year) 2017	ransaction	ı		_X_ Director Officer (gibelow)		0% Owner Other (specify			
				f Amendment, Date Original ed(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person					
AUSTIN, T	TX 78759-3504								Form filed by More than One Reporting Person				
(City)	(State)	(Zip)	Tab	le I - Non-	Derivativo	e Secu	rities Ac	quired, Disposed	of, or Benefic	cially Owned			
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deem Execution any (Month/D	Date, if	3. Transaction Code (Instr. 8)	(Instr. 3,	spose	d of (D)	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)			
Common Stock	11/20/2017			S <u>(1)</u>	7,500	D	44.44 (2)	8,322,537	D				
Common Stock								532,372	I	Held by Truchard Foundation, Dr. Truchard is the			

president.

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

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SEC 1474 (9-02)

> 9. Nu Deriv Secur Bene Own Follo Repo Trans

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exercisable and		7. Title and		8. Price of	9
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration Date		Amou	int of	Derivative	J
Security	or Exercise		any	Code	of	(Month/Day/	(ear)	Under	lying	Security	,
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative			Securities		(Instr. 5)]
	Derivative				Securities			(Instr.	3 and 4)		(
	Security				Acquired]
					(A) or						J
					Disposed						-
					of (D)						(
					(Instr. 3,						
					4, and 5)						
									A		
									Amount		
						Date	Expiration	m: .1	or		
					Exercisable Date	Date	Title	Number			
				C 1 17	(A) (D)				of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

TRUCHARD JAMES J C/O NATIONAL INSTRUMENTS CORP 11500 N. MOPAC EXPRESSWAY AUSTIN, TX 78759-3504

X

Signatures

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

11/21/2017

**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 \$44.40 to \$44.50, 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.

Reporting Owners 2

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