

Starkloff Eric Howard
 Form 4
 May 02, 2019

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 *
 Starkloff Eric Howard

2. Issuer Name and Ticker or Trading Symbol
 NATIONAL INSTRUMENTS CORP [NATI]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 ___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 President & COO

(Last) (First) (Middle)
 C/O NATIONAL INSTRUMENTS CORPORATION, 11500 NORTH MOPAC

3. Date of Earliest Transaction (Month/Day/Year)
 02/01/2019

(Street)
 AUSTIN, TX 78759

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)	(A) or (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)
			Code	V	Amount	Price		
Common Stock	02/01/2019		M	V	355 ⁽¹⁾	A \$ 37.587	84,543	D
Common Stock	05/01/2019		M	V	172 ⁽¹⁾	A \$ 37.587	84,715	D
Common Stock	05/01/2019		M		16,511	A ⁽²⁾	101,226	D
Common Stock	05/01/2019		F		6,632	D \$ 43.4719	94,594	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 Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Restricted Stock Units	<u>(2)</u>	05/01/2019		M	851	<u>(3)</u> 05/01/2026	Common Stock	851
Restricted Stock Units	<u>(2)</u>	05/01/2019		M	851	<u>(3)</u> 05/01/2027	Common Stock	851
Restricted Stock Units	<u>(2)</u>	05/01/2019		M	851	<u>(3)</u> 05/01/2028	Common Stock	851
Restricted Stock Units	<u>(2)</u>	05/01/2019		M	1,701	<u>(3)</u> 05/01/2029	Common Stock	1,701
Restricted Stock Units	<u>(2)</u>	05/01/2019		M	2,836	<u>(3)</u> 05/01/2030	Common Stock	2,836
Restricted Stock Units	<u>(2)</u>	05/01/2019		M	3,171	<u>(3)</u> 05/01/2031	Common Stock	3,171
Restricted Stock Units	<u>(2)</u>	05/01/2019		M	6,250	<u>(4)</u> 05/01/2032	Common Stock	6,250

Reporting Owners

Reporting Owner Name / Address

Relationships

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Director 10% Owner Officer Other

Starkloff Eric Howard
C/O NATIONAL INSTRUMENTS CORPORATION
11500 NORTH MOPAC
AUSTIN, TX 78759

President & COO

Signatures

R. Eddie Dixon, Jr. as attorney-in-fact for Eric H.
Starkloff

05/02/2019

__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) Acquisition of stock under Issuer's employee stock purchase plan.
- (2) Each restricted stock unit represents a contingent right to receive one share of the Issuer's common stock.
- (3) The restricted stock units vest and become exercisable based on time and performance milestones set by the Issuer.
- (4) The restricted stock units vest in four equal annual installments on the anniversary of the vesting commencement date of May 1, 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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