



|              |            |   |                |   |            |         |   |  |                        |
|--------------|------------|---|----------------|---|------------|---------|---|--|------------------------|
| Common Stock |            |   |                |   |            |         |   |  | by Laura Kodosky trust |
| Common Stock | 06/30/2008 | S | 100 <u>(1)</u> | D | \$ 28.5504 | 683,374 | I |  | by Laura Kodosky trust |
| Common Stock | 06/30/2008 | S | 200 <u>(1)</u> | D | \$ 28.45   | 683,474 | I |  | by Karen Kodosky trust |
| Common Stock | 06/30/2008 | S | 100 <u>(1)</u> | D | \$ 28.5504 | 683,374 | I |  | by Karen Kodosky trust |

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) | 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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| KODOSKY JEFFREY L<br>C/O NATIONAL INSTRUMENTS CORP<br>11500 N. MOPAC EXPRESSWAY<br>AUSTIN, TX 78759 | X             |           |         |       |

## Signatures

David G. Hugley as attorney-in-fact for Jeffrey L.  
Kodosky

06/30/2008

\_\_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) Shares were sold under Reporting Person's 10(b)5-1 Plan.

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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