

TEXAS INSTRUMENTS INC
 Form 4
 February 05, 2015

FORM 4

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

OMB APPROVAL

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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 *
SIMMONS RUTH J

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)

3. Date of Earliest Transaction (Month/Day/Year)
02/05/2015

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

12500 TI BOULEVARD

(Street)

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

DALLAS, TX 75243

(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	02/05/2015		M		10,002 A \$ 34.63	41,148	D
Common Stock	02/05/2015		M		9,117 A \$ 32.36	50,265	D
Common Stock	02/05/2015		M		7,374 A \$ 32.8	57,639	D
Common Stock	02/05/2015		M		3,074 A \$ 44.09	60,713	D
Common Stock	02/05/2015		S ⁽¹⁾		29,567 D \$ 54.848	31,146	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
NQ Stock Option (Right to Buy)	\$ 34.63	02/05/2015		M	10,002	<u>(2)</u> 01/27/2021	Common Stock	10,002
NQ Stock Option (Right to Buy)	\$ 32.36	02/05/2015		M	9,117	<u>(3)</u> 01/26/2022	Common Stock	9,117
NQ Stock Option (Right to Buy)	\$ 32.8	02/05/2015		M	7,374	<u>(4)</u> 01/25/2023	Common Stock	7,374
NQ Stock Option (Right to Buy)	\$ 44.09	02/05/2015		M	3,074	<u>(5)</u> 01/23/2024	Common Stock	3,074

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SIMMONS RUTH J 12500 TI BOULEVARD	X			

DALLAS, TX 75243

Signatures

/s/ Cynthia H. Grimm, Attorney

02/05/2015

In Fact

__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 \$54.8410 to \$54.8620. The Issuer undertakes to provide upon request a detailed breakout of the sale prices and the number of shares sold at each price.
 - (2) The option becomes exercisable in four equal annual installments beginning on January 27, 2012.
 - (3) The option becomes exercisable in four equal annual installments beginning on January 26, 2013.
 - (4) The option becomes exercisable in four equal annual installments beginning on January 25, 2014.
 - (5) The option becomes exercisable in four equal annual installments beginning on January 23, 2015.

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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