

NATIONAL INSTRUMENTS CORP /DE/
 Form 4
 May 03, 2013

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 *
ZOGAS PETER

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O NATIONAL INSTRUMENTS CORP, 11500 NORTH MOPAC, BLDG B

3. Date of Earliest Transaction (Month/Day/Year)
05/01/2013

____ Director
 Officer (give title below) _____ Other (specify below)
Senior Vice President

(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)			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 Ownership (Instr. 4)	
				Code	V	Amount				(A) or (D)
Common Stock	05/01/2013		M	V	416	A	\$ 23.2305	80,612	D	
Common Stock	05/01/2013		M		12,751	A	11	93,363	D	
Common Stock	05/01/2013		F		3,537	D	\$ 26.9586	89,826	D	

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

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SEC 1474 (9-02)

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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>(1)</u>	05/01/2013		M	3,046	<u>(2)</u> 05/01/2020	Common Stock	3,046
Restricted Stock Units	<u>(1)</u>	05/01/2013		M	1,738	<u>(2)</u> 05/01/2021	Common Stock	3,277
Restricted Stock Units	<u>(1)</u>	05/01/2013		M	1,738	<u>(2)</u> 05/01/2022	Common Stock	5,203
Restricted Stock Units	<u>(1)</u>	05/01/2013		M	1,738	<u>(2)</u> 05/01/2023	Common Stock	7,122
Restricted Stock Units	<u>(1)</u>	05/01/2013		M	1,304	<u>(2)</u> 05/01/2024	Common Stock	6,702
Restricted Stock Units	<u>(1)</u>	05/01/2013		M	1,738	<u>(2)</u> 05/01/2026	Common Stock	12,939
Restricted Stock Units	<u>(1)</u>	05/01/2013		M	1,449	<u>(2)</u> 05/01/2027	Common Stock	12,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ZOGAS PETER C/O NATIONAL INSTRUMENTS CORP			Senior Vice President	

11500 NORTH MOPAC, BLDG B
AUSTIN, TX 78759

Signatures

David G. Hugley as attorney-in-fact for Peter
Zogas

05/03/2013

__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) Each restricted stock unit represents a contingent right to receive one share of the Issuer's common stock.
- (2) The restricted stock units vest and become exercisable based on time and performance milestones set by the Issuer.

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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