

NATIONAL INSTRUMENTS CORP
 Form 4
 April 22, 2016

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 *
TRUCHARD JAMES J

(Last) (First) (Middle)

C/O NATIONAL INSTRUMENTS
 CORP, 11500 N. MOPAC
 EXPRESSWAY, BLDG. C

(Street)

AUSTIN, TX 78759-3504

(City) (State) (Zip)

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

3. Date of Earliest Transaction
 (Month/Day/Year)
04/20/2016

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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)
				(A) or (D)	Price		
Common Stock	04/20/2016		J ⁽¹⁾	1,785,375 D	\$ 0 0	I	Held by Truchard NATI Partners, Ltd. ⁽²⁾
Common Stock					9,064,097	D	
Common Stock	04/20/2016		J ⁽³⁾	1,171 A	\$ 0 302,144	I	Held by Truchard Descendant's Trust, Dr. Truchard is the

Common Stock	04/20/2016	J ⁽³⁾	1,171	A	\$ 0	302,143	I	trustee. Held by Truchard Descendant's Trust II, Dr. Truchard is the trustee.
Common Stock	04/20/2016	J ⁽³⁾	380,875	A	\$ 0	380,875	I	Held by Truchard 2010 Grandchildren's Trust, Dr. Truchard is the trustee.
Common Stock						77,243	I	Held by Truchard Foundation, Dr. Truchard is the president.

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

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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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of 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, BLDG. C X X President
AUSTIN, TX 78759-3504

Signatures

David G. Hugley as attorney-in-fact for James J.
Truchard 04/22/2016

__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) This transaction is a pro rata distribution by Truchard NATI Partners Ltd. to its general and limited partners for no consideration (the "Distribution").

The general partners of Truchard NATI Partners Ltd. are the Truchard Descendant's Trust UA 04-JUN-93 (the "Truchard Descendant's Trust") and the Truchard Descendant's Trust II UA 04-JUN-93 (the "Truchard Descendant's Trust II"). Dr. Truchard is the trustee of each of the Truchard Descendant's Trust and the Truchard Descendant's Trust II.
- (3) The shares were acquired for no consideration in connection with the Distribution. As noted above, Dr. Truchard is the trustee of such trusts.

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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