

NATIONAL INSTRUMENTS CORP /DE/  
Form 10-Q  
July 29, 2011

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

FORM 10-Q

T Quarterly report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the quarterly period ended: June 30, 2011 or

F Transition report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number: 0-25426

NATIONAL INSTRUMENTS CORPORATION  
(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction of incorporation or  
organization)

74-1871327  
(I.R.S. Employer Identification Number)

11500 North MoPac Expressway  
Austin, Texas

78759

- (2) Aggregate number of securities to which transaction applies:
  
- (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
  
- (4) Proposed maximum aggregate value of transaction:
  
- (5) Total fee paid:

- o Fee paid previously with preliminary materials:
- o Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

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621 NW 53rd Street, Suite 700  
Boca Raton, Florida 33487  
Telephone: (866) 301-4436

April 5, 2007

Dear Shareholder:

You are cordially invited to attend the 2007 annual meeting of the shareholders of The GEO Group, Inc. We will hold the meeting on Tuesday, May 1, 2007, at 9:00 A.M. (EST) at the Doral Golf Resort & Spa, 4400 N.W. 87th Avenue, Miami, Florida. We hope that you will be able to attend.

Enclosed you will find a notice setting forth the business expected to come before the meeting, the proxy statement, a form of proxy and our 2007 annual report to shareholders. In addition to the specific proposals we are requesting shareholders to act upon, we will report on our business and provide our shareholders an opportunity to ask questions of general interest.

Your vote is very important to us. Whether or not you plan to attend the meeting in person, your shares should be represented and voted. After reading the enclosed proxy statement, please complete, sign, date and promptly return the proxy in the self-addressed envelope that we have included for your convenience. No postage is required if the proxy is mailed in the United States. Alternatively, you may wish to submit your proxy by touch-tone phone or the internet as indicated on the proxy card. Submitting the proxy card before the annual meeting will not preclude you from voting in person at the annual meeting should you decide to attend.

Sincerely,

George C. Zoley  
Chairman of the Board,  
Chief Executive Officer & Founder

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**THE GEO GROUP, INC.**  
621 NW 53rd Street, Suite 700  
Boca Raton, Florida 33487  
Telephone: (561) 893-0101

**Notice of Annual Meeting of Shareholders on May 1, 2007**

April 5, 2007

The annual meeting of the shareholders of The GEO Group, Inc. will be held on Tuesday, May 1, 2007, at 9:00 A.M. (EST) at the Doral Golf Resort & Spa, 4400 N.W. 87th Avenue, Miami, Florida, for the purpose of considering and acting on the following proposals:

- (1) To elect seven (7) directors for the ensuing year;
- (2) To ratify the appointment of Grant Thornton LLP as our independent registered certified public accountants for the fiscal year 2007 and to perform such other services as may be requested;
- (3) To approve several amendments to The GEO Group, Inc. 2006 Stock Incentive Plan, including an amendment providing for the issuance of an additional 250,000 shares of GEO common stock pursuant to awards granted under the plan, and specifying that up to 150,000 of such additional shares may constitute awards other than stock options and stock appreciation rights, including shares of restricted stock; and
- (4) To transact any other business as may properly come before the meeting or any adjournment or adjournments thereof.

Only shareholders of GEO's common stock of record at the close of business on March 12, 2007, the record date and time fixed by the board of directors, are entitled to notice of and to vote at the annual meeting. Additional information regarding the proposals to be acted on at the annual meeting can be found in the accompanying proxy statement.

By Order of the Board of Directors,

John J. Bulfin  
Senior Vice President, General Counsel  
and Corporate Secretary

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**PROXY STATEMENT**

**THE GEO GROUP, INC.**

621 NW 53rd Street, Suite 700

Boca Raton, Florida 33487

Telephone: (561) 893-0101

April 5, 2007

The GEO Group Inc. ( GEO, we or us ) is furnishing this proxy statement in connection with the solicitation of proxies by our board of directors for use at the annual meeting of shareholders to be held at the Doral Golf Resort & Spa, 4400 N.W. 87th Avenue, Miami, Florida, May 1, 2007, at 9:00 A.M., Eastern Standard Time. Please note that the proxy card provides a means to withhold authority to vote for any individual director-nominee. Also note that the format of the proxy card provides an opportunity to specify your choice between approval, disapproval or abstention with respect to the proposals indicated on the proxy card. A proxy card which is properly executed, returned and not revoked, will be voted in accordance with the instructions indicated. A proxy voted by telephone or the internet and not revoked will be voted in accordance with the shareholder s instructions. If no instructions are given, proxies that are signed and returned or voted by telephone or internet will be voted as follows:

**FOR** the election of directors for the ensuing year;

**FOR** the proposal to ratify the appointment of Grant Thornton LLP as the independent registered certified public accountants of GEO; and

**FOR** the proposal to approve the amendments to The GEO Group, Inc. 2006 Stock Incentive Plan described in this proxy statement.

We began mailing this proxy statement, the notice of annual meeting, the proxy card and our 2007 annual report to shareholders on or about April 5, 2007.

The enclosed proxy gives discretionary authority as to any matters not specifically referred to therein. Management is not aware of any other matters to be presented for action by shareholders at the annual meeting. If any such matter or matters properly come before the annual meeting, the designated proxy holders will have discretionary authority to vote thereon.

Holders of GEO common stock at the close of business on March 12, 2007 will be entitled to one vote for each share of common stock standing in their name on the books of GEO at that date. On March 12, 2007, GEO had 19,755,784 shares of common stock issued and outstanding.

The presence, in person or by proxy, of at least a majority of the total number of shares of common stock outstanding on the record date will constitute a quorum for purposes of the annual meeting. The election of directors requires a plurality of the votes cast. The appointment of Grant Thornton LLP will be ratified if the number of votes cast in favor of ratification exceeds the number of votes cast against ratification. The approval of an amendment to The GEO Group, Inc. 2006 Stock Incentive Plan requires approval by a majority of the votes cast, provided that the total votes cast on the proposal represents over 50% in interest of all securities entitled to vote on the proposal. Shares of common stock represented by proxies that reflect abstentions or broker non-votes (i.e., shares held by a broker or nominee which are represented at the annual meeting, but with respect to which such broker or nominee is not

empowered to vote on a particular proposal) will be counted as shares that are present and entitled to vote for purposes of determining the presence of a quorum for the election of directors and the ratification of Grant Thornton LLP, but broker non-votes will not be counted for purposes of determining the presence of over 50% in interest of all securities for the approval of the amendment of The GEO Group, Inc. 2006 Stock Incentive Plan. However, neither abstentions nor broker non-votes are counted as votes either for or against a proposal and will have no effect on the proposals except that abstentions will have the effect of votes against amending The GEO Group, Inc. 2006 Stock Incentive Plan. If less than a majority of the outstanding shares of common stock are represented at the annual meeting, a majority of the shares so represented may adjourn the annual meeting to another date and time.

Any person giving a proxy has the power to revoke it any time before it is voted by providing written notice to GEO addressed to the Corporate Secretary, by executing and delivering a later dated proxy, or by attending the meeting and voting the shares in person.

The costs of preparation, assembly and mailing this proxy statement and the accompanying materials will be borne by GEO. It is contemplated that the solicitation of proxies will be by mail and telephone.

**Table of Contents*****Proposal 1*****Election of Directors****Director Nominees**

GEO's board of directors is comprised of seven (7) members. The seven (7) nominees are listed below. All of the nominees are presently directors of GEO and were elected by the shareholders at GEO's last annual meeting.

Unless instructed otherwise, the persons named on the accompanying proxy card will vote for the election of the nominees named below to serve for the ensuing year and until their successors are elected and qualified. If any nominee for director shall become unavailable (which management has no reason to believe will be the case), it is intended that the shares represented by the enclosed proxy card will be voted for any such replacement or substitute nominee as may be nominated by the board of directors.

<b>Director Nominees</b>	<b>Age</b>	<b>Director Since</b>	<b>Current Positions</b>
Wayne H. Calabrese	56	1998	Vice Chairman, President and COO
Norman A. Carlson	73	1994	Director
Anne N. Foreman	59	2002	Director
Richard H. Glanton	60	1998	Director
John M. Palms	71	2006	Director
John M. Perzel	57	2005	Director
George C. Zoley	57	1988	Chairman, CEO and Founder



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The following is a brief biographical statement for each director nominee:

**DIRECTOR NOMINEES**

Wayne H. Calabrese

**Mr. Calabrese is GEO's Vice Chairman of the Board, President and Chief Operating Officer. He joined GEO as Vice President, Business Development in 1989 and has served in a range of increasingly senior positions since then. From 1992 to 1994, Mr. Calabrese was Chief Executive Officer of Australasian Correctional Management, Pty Ltd., a Sydney-based subsidiary of GEO. Mr. Calabrese has served as a director of GEO since 1998. Prior to joining GEO, Mr. Calabrese was a partner in the Akron, Ohio law firm of Calabrese, Dobbins and Kepple. He also served as an Assistant City Law Director in Akron; an Assistant County Prosecutor and Chief of the County Bureau of Support for Summit County, Ohio; and Legal Counsel and Director of Development for the Akron Metropolitan Housing Authority. He received his Bachelor's Degree in Secondary Education from the University of Akron in Akron, Ohio and his Juris Doctor from the University of Akron Law School. Mr. Calabrese also serves as a Director of numerous subsidiaries and partnerships through which GEO conducts its global operations.**

Norman A. Carlson

**Mr. Carlson has served as a director of GEO since 1994 and served previously as a Director of The Wackenhut Corporation. Mr. Carlson retired from the Department of Justice in 1987 after serving as the Director of the Federal Bureau of Prisons for 17 years. During his 30-year career, Mr. Carlson worked at the United States Penitentiary, Leavenworth, Kansas, and at the Federal Correctional Institution, Ashland, Kentucky. Mr. Carlson was President of the American Correctional Association from 1978 to 1980, and is a Fellow in the National Academy of Public Administration. From 1987 until 1998, Mr. Carlson was Adjunct Professor in the Department of Sociology at the University of Minnesota.**

Anne N. Foreman

**Ms. Foreman has served as a director of GEO since 2002. Since 1999, Ms. Foreman has been a Trustee of the National Gypsum Company Settlement Trust and Director and Treasurer of the Asbestos Claims Management Corporation. Ms. Foreman is also a member of the board of directors of Ultra Electronics Defense, Inc. and Trust Services, Inc. Ms. Foreman served as Under Secretary of the United States Air Force from September 1989 until January 1993. Prior to her appointment as Under Secretary, Ms. Foreman was General Counsel of the Department of the Air Force and a member of the Department's Intelligence Oversight Board. She practiced law in the Washington office of Bracewell and Patterson and with the British solicitors Boodle Hatfield, Co., in London, England from 1979 to 1985. Ms. Foreman is a former member of the U.S. Foreign Service, and served in Beirut, Lebanon; Tunis, Tunisia; and the U.S. Mission to the U.N. Ms. Foreman earned a bachelor's degree, magna cum laude, in history and French, and a master's in history from the University of Southern California in Los Angeles. She holds her juris**

**doctor from American University in Washington D.C. and was awarded an honorary doctorate of law from Troy State University in Troy, Alabama. Ms. Foreman was twice awarded the Air Force Medal for Distinguished Civilian Service. Ms. Foreman also served on the Board of The Wackenhut Corporation for nine years.**

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**DIRECTOR NOMINEES**

**Richard H. Glanton**

Mr. Glanton has served as a director of GEO since 1998. Mr. Glanton joined Exelon Corporation, an energy company, as Senior Vice President in May 2003 with leadership responsibilities for corporate development. He has served as a member of the Exelon board of directors since its inception in October 2000 and relinquished his board position when he assumed his role as an officer of Exelon. Mr. Glanton served as a Director on the Board of PECO Energy Company, a predecessor company of Exelon, from 1990 to 2000. Prior to joining Exelon in 2003, Mr. Glanton was a Partner in the General Corporate Group of the law firm of Reed, Smith, Shaw and McClay, LLP in Philadelphia, Pennsylvania and was with the firm since 1987. Mr. Glanton is active in public affairs and civic organizations and has a distinguished record of public service. He served from 1979 to 1983 as Deputy Counsel to Richard L. Thornburgh, former Governor of Pennsylvania. Mr. Glanton is a member of the board of directors of Aqua America Corporation and Chairman of its governance committee. Mr. Glanton is Chairman of Philadelphia Television Network, a privately held Pennsylvania-based company, with interest in television media outlets. He received his bachelor's degree in English from West Georgia College (renamed State University of West Georgia) in Carrollton, Georgia and his juris doctor from the University of Virginia School of Law in Charlottesville, Virginia.

**John M. Palms**

John M. Palms, Ph.D. Sc.D. (Hon), LHD (Hon) has served as a director of GEO since 2006. Mr Palms is currently a Distinguished University Professor and President Emeritus at the University of South Carolina. Dr. Palms serves on the board of directors of Exelon Corporation (Chair of Audit Committee), Computer Task Group (Audit Committee), Non-executive Chairman of Assurant, Inc. Dr. Palms served as President at the University of South Carolina from 1991 to 2002 and previously as President at Georgia State University from 1989 to 1991, and was former Vice-President for Academic Affairs at Emory University. Dr. Palms has served in a number of military and governmental positions and committees. He currently serves as Chairman of the Board of Trustees of the Institute for Defense Analyses. He also served in the United States Air Force with a Regular Commission and on the United States President's Selection Committee for White House Fellows.

**John M. Perzel**

The Honorable John M. Perzel has served as a director of GEO since 2005. Mr. Perzel currently serves as a member of Pennsylvania's House of Representatives. From April 2003 to January 2007, Mr. Perzel served as Speaker of the House. Prior to being elected Speaker, Mr. Perzel served four consecutive terms as House Majority Leader, becoming the longest serving House Majority Leader in Pennsylvania history. First elected to the House of Representatives in 1978, Speaker Perzel steadily climbed the ladder of responsibility, authority, and leadership. Before being elected

**Majority Leader in 1994, he held the offices of Republican Whip, Policy Committee Chairman, and head of the House Republican Campaign Committee. In March 2004, he established the Speaker's Foundation Fund of the Philadelphia Foundation, a charitable organization created to support education, culture, and economic development across Pennsylvania. Mr. Perzel earned a bachelor's degree from Troy State University in 1975.**

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**DIRECTOR NOMINEES**

**George C. Zoley**

**George C. Zoley is GEO's Chairman of the Board, Chief Executive Officer and Founder, and is Chairman of GEO Care, Inc., a wholly-owned subsidiary of The GEO Group, Inc. He served as GEO's Vice Chairman and Chief Executive Officer from January 1997 to May of 2002. Mr. Zoley has served as GEO's Chief Executive Officer since the company went public in 1994. Prior to 1994, Mr. Zoley served as President and Director since the GEO's incorporation in 1988. Mr. Zoley founded GEO in 1984 and continues to be a major factor in GEO's development of new business opportunities in the areas of correctional and detention management, health and mental health and other diversified government services. Mr. Zoley also serves as a director of several business subsidiaries through which The GEO Group, Inc. conducts its operations worldwide. Mr. Zoley has Bachelor's and Master's Degrees in Public Administration from Florida Atlantic University (FAU) and a Doctorate Degree in Public Administration from Nova Southeastern University (NSU). Mr. Zoley is a member of the Board of Trustees of Florida Atlantic University in Boca Raton, Florida, and previously served as Chairman of the Board of Trustees. Mr. Zoley also served as Chair of the FAU Presidential Search Committee and is a member of the FAU Foundation board of directors.**

The election of each director will require the affirmative vote of a plurality of the votes cast by holders of the shares of common stock present in person or by proxy at the annual meeting.

**Recommendation of the Board of Directors**

The board of directors unanimously recommends a vote **FOR** each of the seven nominees for director.

**Table of Contents****Executive Officers of GEO**

The executive officers of GEO are as follows:

<b>Name</b>	<b>Age</b>	<b>Position</b>
George C. Zoley	57	Chairman of the Board, Chief Executive Officer and Founder
Wayne H. Calabrese	56	Vice Chairman, President and Chief Operating Officer
John G. O Rourke	56	Senior Vice President and Chief Financial Officer
John J. Bulfin	53	Senior Vice President, General Counsel and Secretary
Jorge A. Dominicis	44	Senior Vice President, Residential Treatment Services, President GEO Care, Inc.
John M. Hurley	59	Senior Vice President, President U.S. Corrections
Donald H. Keens	63	Senior Vice President, President International Services
Thomas M. Wierdsma	56	Senior Vice President, Project Development
Brian R. Evans	39	Vice President, Chief Accounting Officer

*George C. Zoley* Please refer to the biographical information listed above in the Directors and Nominees section.

*Wayne H. Calabrese* Please refer to the biographical information listed above in the Directors and Nominees section.

*John G. O Rourke* Mr. O Rourke has been responsible for GEO's business management since 1991, assuming the position of Chief Financial Officer in 1994. Over this 16 year period, GEO grew from approximately \$30 million in revenue in 1991 to \$860 million in 2006. Prior to joining GEO, Mr. O Rourke was a career officer in the United States Air Force. In addition to operational flying experience as an instructor pilot in B-52 aircraft, his assignments included senior executive positions in the Pentagon involved in managing several multi-billion dollar national security projects, including the B-2 Stealth Bomber. Mr. O Rourke earned his bachelor's degree in International Relations from St. Joseph's University in Philadelphia, Pennsylvania and a master's degree in Political Science from the University of North Dakota in Grand Forks, North Dakota. He is also a graduate of the Defense Systems Management College.

*John J. Bulfin* As GEO's General Counsel and Secretary since 2000, Mr. Bulfin has oversight responsibility for all GEO litigation, investigations and professional responsibility. Mr. Bulfin is a member of the Florida Bar and the American Bar Associations. He has been a trial lawyer since 1978 and is a Florida Bar Board Certified Civil trial lawyer. Prior to joining GEO in 2000, Mr. Bulfin was a founding partner of the West Palm Beach law firm of Wiederhold, Moses, Bulfin & Rubin. Mr. Bulfin attended the University of Florida, received his bachelor's degree from Regis College in Denver, Colorado and his juris doctor from Loyola University in Chicago, Illinois.

*Jorge A. Dominicis* Mr. Dominicis joined GEO in May 2004 as Senior Vice President of Residential Treatment Services and President of GEO Care, Inc., a wholly-owned subsidiary of GEO. Mr. Dominicis is responsible for the overall management, administrative, and business development activities of the Residential Treatment Services division of GEO and of GEO Care, Inc. Prior to joining GEO, Mr. Dominicis served for 14 years as Vice President of Corporate Affairs at Florida Crystals Corporation, a sugar company, where he was responsible for governmental and public affairs activity, as well as for the coordination of corporate community outreach and charitable involvement. Prior to that, Mr. Dominicis served in public and government policy positions.

*John M. Hurley* As GEO's Senior Vice President since 2000 and President of U.S. Corrections since late 2006, Mr. Hurley is responsible for the overall administration and management of GEO's U.S. detention and correctional facilities. From 1998 to 2000, Mr. Hurley served as Warden of GEO's South Bay, Florida correctional facility. Prior to joining GEO in 1998, Mr. Hurley was employed by the Department of Justice, Federal Bureau of Prisons for 26 years. During his tenure, he served as Warden at three different Bureau facilities. He also served as Director of the Bureau's Staff Training Center in Glynco, Georgia. Mr. Hurley received his bachelor's degree from the University of Iowa in Sociology and a Certificate in Public Administration from the University of Southern California, Washington D.C. extension campus.

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*Donald H. Keens* As GEO's Senior Vice President since 2000 and President of International Services since late 2006, Mr. Keens is responsible for management and control of GEO's international marketing, sales and operations. From 1994 when Mr. Keens joined GEO, to 2000, Mr. Keens held positions with GEO abroad. Mr. Keens has 41 years of experience in the management of a wide range of criminal justice and security operations, including establishment and day-to-day management of security and correctional companies in the United Kingdom, Australia, New Zealand, the United States, and South Africa. He is also experienced in the operation of multi-million dollar prison service contracts.

*Thomas M. Wierdsma* Mr. Wierdsma joined GEO in January 2007 as Senior Vice President of Project Development. Prior to joining GEO, Mr. Wierdsma served for 25 years with Colorado-based Hensel Phelps Construction Company in a number of increasingly senior positions, most recently serving as Director of Project Planning and Development. Prior to that position, Mr. Wierdsma acquired over ten years of multi-project operations management experience on projects ranging in size from \$10 million to \$300 million. Mr. Wierdsma earned his Bachelor's Degree in Civil Engineering from Valparaiso University in Indiana.

*Brian R. Evans* Mr. Evans has been GEO's Vice President of Accounting since October 2002 and Chief Accounting Officer since May 2003. Mr. Evans joined GEO in October 2000 as Corporate Controller. From 1994 until joining GEO, Mr. Evans was with the West Palm Beach office of Arthur Andersen, LLP where his most recent position was Manager in the Audit and Business Advisory Services Group. From 1990 to 1994, Mr. Evans served in the U.S. Navy as an officer in the Supply Corps. Mr. Evans has a B.S. in Accounting from the University of Notre Dame and is a member of the American Institute of Certified Public Accountants.



**Table of Contents****SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT**

The following table shows the number of shares of GEO's common stock that were beneficially owned at March 12, 2007 (unless stated otherwise) by (i) each nominee for election as director at the 2007 annual meeting of shareholders, (ii) each named executive officer (as defined below), (iii) all director nominees and executive officers as a group, and (iv) each person or group who was known by GEO to beneficially own more than 5% of GEO's outstanding common stock.

Name and Address of Beneficial Owner(1)	Amount & Nature of Beneficial Ownership(2)	Percent of Class(3)
<b>DIRECTOR NOMINEES(4)(5)</b>		
Wayne H. Calabrese	384,630	1.92%
Norman A. Carlson	25,800	*
Anne N. Foreman	18,600	*
Richard H. Glanton	12,300	*
John M. Palms	3,000	*
John M. Perzel	7,050	*
George C. Zoley	543,738	2.69%
<b>NAMED EXECUTIVE OFFICERS(4)(5)</b>		
John J. Bulfin	111,823	*
John M. Hurley	67,929	*
John G. O'Rourke	143,783	*
<b>ALL DIRECTORS, NOMINEES AND EXECUTIVE OFFICERS AS A GROUP(6)</b>	<b>1,419,276</b>	<b>6.78%</b>
<b>OTHER</b>		
Wells Fargo & Company(7)	2,249,379	11.39%
Delaware Management Holdings(8)	1,226,941	6.21%
Artisan Partners Limited Partnership(9)	1,109,800	5.62%

\* Beneficially owns less than 1% of GEO's common stock

(1) Unless stated otherwise, the address of the beneficial owners is 621 NW 53rd Street, Boca Raton, Florida 33487.

(2) Information concerning beneficial ownership was furnished by the persons named in the table or derived from documents filed with the Securities and Exchange Commission, which we refer to as the SEC. Unless stated otherwise, each person named in the table has sole voting and investment power with respect to the shares beneficially owned.

(3) As of March 12, 2007, GEO had 19,755,784 shares of common stock outstanding.

- (4) The number of shares of common stock underlying stock options held by directors, nominees and the named executive officers that are immediately exercisable, or exercisable within 60 days of March 12, 2007, are as follows: Mr. Calabrese 309,473; Mr. Carlson 21,300; Ms. Foreman 15,300; Mr. Glanton 9,300; Mr. Perzel 4,050; Mr. Zoley 465,255; Mr. O'Rourke 132,338; Mr. Hurley 58,443; Mr. Bulfin 102,337.
- (5) These figures include shares of restricted stock held by directors, nominees and the named executive officers, that are unvested but have voting rights, in the following amounts: Mr. Calabrese 45,157.5;

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Mr. Carlson 3,000; Ms. Foreman 3,000; Mr. Glanton 3,000; Mr. Palms 3,000; Mr. Perzel 3,000; Mr. Zoley 78,483; Mr. O'Rourke 11,445; Mr. Hurley 9,486; Mr. Bulfin 9,486.

- (6) Includes 1,189,322 shares of common stock underlying stock options held by the directors, nominees and executive officers that are immediately exercisable or exercisable within 60 days of March 12, 2007.
- (7) The principal business address of Wells Fargo & Company is 420 Montgomery Street, San Francisco, California 94104. By Schedule 13G, dated February 9, 2007, Wells Fargo & Company reported that, as of December 31, 2006, it beneficially owned 2,249,379 shares with sole voting power over 2,229,645 such shares and sole dispositive power over 2,023,850 such shares.
- (8) The principal business address of Delaware Management Holdings is 2005 Market Street, Philadelphia, Pennsylvania 19103. By Schedule 13G, dated February 7, 2007, Delaware Management Holdings reported that, as of December 31, 2006, it beneficially owned 1,226,941 shares with sole voting power over 1,216,671 such shares and sole dispositive power over all such shares.
- (9) The principal business address of Artisan Partners Limited Partnership is 875 East Wisconsin Avenue, Suite 800, Milwaukee, Wisconsin 53202. By Schedule 13G, dated January 26, 2007, Artisan Partners Limited Partnership informed GEO that, as of December 31, 2006, it beneficially owned 1,109,800 shares with sole voting and dispositive power over zero such shares.

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**THE BOARD OF DIRECTORS, ITS COMMITTEES AND OTHER CORPORATE GOVERNANCE INFORMATION**

GEO's board of directors held 16 meetings during fiscal year 2006. Each director attended at least 75% of the total number of meetings of the board of directors and of the meetings held by all board committees on which such director served.

**Director Independence**

Pursuant to the corporate governance standards applicable to companies listed on the NYSE, the board of directors must be comprised of a majority of directors who qualify as independent directors. In determining independence, each year the board of directors affirmatively determines whether directors have a material relationship with GEO. When assessing the materiality of a director's relationship with GEO, the board of directors considers all relevant facts and circumstances, not merely from the director's standpoint, but also from that of the persons or organizations with which the director has an affiliation. An independent director is free from any relationship with GEO that may impair the director's ability to make independent judgments. Particular attention is paid to whether the director is independent from management and, with respect to organizations affiliated with a director with which GEO does business, the frequency and regularity of the business conducted, and whether the business is carried out at arm's length on substantially the same terms to GEO as those prevailing at the time from unrelated third parties for comparable business transactions. Material relationships can include commercial, banking, industrial, consulting, legal, accounting, charitable and familial relationships.

Applying the NYSE's independence standards, the board of directors has determined that Norman A. Carlson, Anne N. Foreman, Richard H. Glanton, John M. Palms, and John M. Perzel qualify as independent under the New York Stock Exchange's corporate governance standards, and that the board of directors is therefore comprised of a majority of independent directors. The board of directors' determination that each of these directors is independent was based on the fact that none of the directors had a material relationship with GEO outside of such person's position as a director, including a relationship that would disqualify such director from being considered independent under the NYSE's listing standards.

**Committees**

Under our corporate governance guidelines, the board of directors has established seven standing committees. The members of the board of directors serving on certain of these committees and the functions of those committees are set forth below.

**AUDIT AND FINANCE COMMITTEE**

Richard Glanton, Chairman  
John M. Palms  
John M. Perzel

**COMPENSATION COMMITTEE**

Richard H. Glanton, Chairman  
Anne N. Foreman  
John M. Perzel

**INDEPENDENT COMMITTEE**

Norman A. Carlson, Chairman  
John M. Perzel  
Anne N. Foreman  
Richard H. Glanton  
John M. Palms

**NOMINATING AND CORPORATE GOVERNANCE COMMITTEE**

Anne N. Foreman, Chairman

**CORPORATE PLANNING COMMITTEE**

Anne N. Foreman, Chairman  
Norman A. Carlson  
John M. Palms

Richard H. Glanton  
John M. Perzel

**OPERATIONS AND OVERSIGHT  
COMMITTEE**

**EXECUTIVE COMMITTEE**

George C. Zoley, Chairman  
Wayne H. Calabrese  
Richard H. Glanton

Norman A. Carlson, Chairman  
Richard H. Glanton  
Anne N. Foreman

## **Table of Contents**

### **Audit and Finance Committee**

The Audit and Finance Committee met seven times during fiscal year 2006. The Report of the Audit and Finance Committee is included later in this proxy statement.

All of the members of the Audit and Finance Committee are independent (as independence is defined under Exchange Act Rule 10A-3, as well as under Section 303A.02 of the NYSE's listing standards). In addition, the board of directors has determined that Mr. Glanton is an audit committee financial expert as that term is defined under Item 407(d)(5) of Regulation S-K of the SEC's rules.

The Audit and Finance Committee has a written charter adopted by the board of directors. It can be found on our website at <http://www.thegeogroupinc.com> by clicking on the link "Corporate" on our homepage and then clicking on the link "Corporate Governance." In addition, the charter is available in print to any shareholder who requests it by contacting our Director of Corporate Communications at 561-999-7306. Pursuant to the charter, the main functions and responsibilities of the Audit and Finance Committee include the following:

select, in its sole discretion, our independent auditor, review and oversee its performance and approve its compensation;

review and approve in advance the terms of our independent auditor's annual engagement, including the proposed fees, as well as the scope of auditing services to be provided;

review with management, our internal auditor and our independent auditor, our significant financial risks or exposures and assess the steps management has taken to monitor and mitigate such risks or exposures;

review and discuss with management and our independent auditor the audit of our annual financial statements and our internal controls over financial reporting, and our disclosure and the independent auditor's reports thereon;

meet privately with our independent auditor on any matters deemed significant by the independent auditor;

establish procedures for the submission, receipt, retention and treatment, on an anonymous basis, of complaints and concerns regarding our accounting, internal accounting controls or auditing matters;

review with our counsel legal matters that may have a material impact on our financial statements, our compliance policies and any material reports or inquiries from regulators or government agencies; and

address or take action with respect to any other matter specifically delegated to it from time to time by the board of directors.

### **Compensation Committee**

The Compensation Committee met four times during fiscal year 2006. The Report of the Compensation Committee is included later in this proxy statement.

All of the members of the Compensation Committee are independent (as independence is defined under Section 303A.02 of the NYSE's listing standards).

The Compensation Committee has a written charter adopted by the board of directors. It can be found on our website at <http://www.thegeogroupinc.com> by clicking on the link "Corporate" on our homepage and then clicking on the link

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Corporate Governance. In addition, the charter is available in print to any shareholder who requests it by contacting our Director of Corporate Communications at 561-999-7306. Pursuant to the charter, the main functions and responsibilities of the Compensation Committee include the following:

review on a periodic basis  
and, if appropriate, make  
recommendations with  
respect to, director  
compensation  
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Cost of sales:				
Product	\$	54,803	\$47,176	\$105,761
Software				
maintenance		1,083	1,463	2,601
Total cost of sales		55,886	48,639	108,362
Gross profit		197,398	163,078	382,772
Operating expenses:				
Sales and marketing	\$	96,197	\$79,231	\$183,352
Research and development		47,027	36,395	89,895
General and administrative		21,232	16,969	40,071
Total operating expenses		164,456	132,595	313,318
Operating income		32,942	30,483	69,454
Other income (expense):				
Interest income	\$	344	\$371	\$685
Net foreign exchange (loss)		(486)	(2,203)	(709)
Other income (loss), net		(571)	462	(125)
Income before income taxes		32,229	29,113	69,305
Provision for income taxes		5,681	4,511	12,296
Net income	\$	26,548	\$24,602	\$57,009
Basic earnings per share	\$	0.22	\$0.21	\$0.48
Weighted average shares outstanding - basic		119,736	116,898	119,218
Diluted earnings per share	\$	0.22	\$0.21	\$0.47

Weighted average shares outstanding - diluted	121,161	118,488	120,810	1
D i v i d e n d s   d e c l a r e d   p e r share	\$ 0.10	\$0.09	\$0.20	\$0

The accompanying notes are an integral part of these financial statements.

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NATIONAL INSTRUMENTS CORPORATION  
CONSOLIDATED STATEMENTS OF CASH FLOWS  
(in thousands)  
(unaudited)

	Six Months Ended June 30,	
	2011	2010
Cash flow from operating activities:		
Net income	\$57,009	\$42,955
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	23,390	18,988
Stock-based compensation	10,296	9,459
Tax expense from deferred income taxes	2,770	3,774
Tax (benefit) expense from stock option plans	(5,035 )	579
Changes in operating assets and liabilities:		
Accounts receivable	(13,841 )	(6,803 )
Inventories	(21,393 )	(9,163 )
Prepaid expenses and other assets	2,186	(18,740 )
Accounts payable	937	4,953
Deferred revenue	7,051	7,205
Taxes and other liabilities	9,926	18,513
Net cash provided by operating activities	73,296	71,720
Cash flow from investing activities:		
Capital expenditures	(23,053 )	(10,015 )
Capitalization of internally developed software	(9,391 )	(11,021 )
Additions to other intangibles	(1,756 )	(1,690 )
Acquisition, net of cash received	(73,558 )	(2,191 )
Purchases of short-term investments	(54,097 )	(85,199 )
Sales and maturities of short-term investments	73,915	41,538
Net cash (used by) investing activities	(87,940 )	(68,578 )
Cash flow from financing activities:		
Proceeds from issuance of common stock	21,389	32,550
Repurchase of common stock	-	(30,935 )

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Dividends paid	(23,860 )	(20,225 )
Tax benefit (expense) from stock option plans	5,035	(579 )
Net cash provided by (used by) financing activities	2,564	(19,189 )
Net change in cash and cash equivalents	(12,080 )	(16,047 )
Cash and cash equivalents at beginning of period	219,447	201,465
Cash and cash equivalents at end of period	\$207,367	\$185,418

The accompanying notes are an integral part of these financial statements.

NATIONAL INSTRUMENTS CORPORATION  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Note 1 – Basis of presentation

The accompanying unaudited consolidated financial statements should be read in conjunction with the consolidated financial statements and notes thereto for the year ended December 31, 2010, included in our annual report on Form 10-K, filed with the Securities and Exchange Commission. In our opinion, the accompanying consolidated financial statements reflect all adjustments (consisting only of normal recurring items) considered necessary to present fairly our financial position at June 30, 2011 and December 31, 2010, and the results of our operations for the three month and six month periods ended June 30, 2011 and June 30, 2010 and the cash flows for the six month periods ended June 30, 2011 and June 30, 2010. Operating results for the three-month and six-month periods ended June 30, 2011, are not necessarily indicative of the results that may be expected for the year ending December 31, 2011.

Note 2 – Earnings per share

Basic earnings per share (“EPS”) is computed by dividing net income by the weighted average number of common shares outstanding during each period. Diluted EPS is computed by dividing net income by the weighted average number of common shares and common share equivalents outstanding (if dilutive) during each period. The number of common share equivalents, which include stock options and restricted stock units, is computed using the treasury stock method.

The reconciliation of the denominators used to calculate basic EPS and diluted EPS for the three month and six month periods ended June 30, 2011 and 2010, respectively, are as follows (in thousands):

	Three Months Ended June 30, (unaudited)		Six Months Ended June 30, (unaudited)	
	2011	2010	2011	2010
Weighted average shares outstanding-basic	119,736	116,898	119,218	116,485
Plus: Common share equivalents				
Stock options, restricted stock units	1,425	1,590	1,592	1,643
Weighted average shares outstanding-diluted	121,161	118,488	120,810	118,128

Stock options to acquire 823,500 shares and 405,000 shares for the three month periods ended June 30, 2011 and 2010, respectively, and 415,700 shares and 427,500 shares for the six month periods ended June 30, 2011 and 2010, respectively, were excluded in the computations of diluted EPS because the effect of including the stock options would have been anti-dilutive.

On January 21, 2011, our Board of Directors declared a 3 for 2 stock split which was effected as a stock dividend, and paid on February 21, 2011, to stockholders of record on February 4, 2011. All per share data and numbers of common shares, where appropriate, have been retroactively adjusted to reflect the stock split.

Note 3 – Cash, cash equivalents and short-term investments

The following table summarizes unrealized gains and losses related to our cash, cash equivalents and short-term investments designated as available-for-sale (in thousands):

	As of June 30, 2011 (unaudited)				
	Adjusted Cost	Gross Unrealized Gain	Gross Unrealized Loss	Cumulative Translation Adjustment	Fair Value
Cash	\$99,798	\$-	\$-	\$-	\$99,798
M o n e y m a r k e t accounts	107,569	-	-	-	107,569
Municipal bonds	19,255	28	-	-	19,283
Corporate bonds	51,418	45	(28 )	-	51,435
U.S. treasuries and agencies	3,005	5	-	-	3,010
Foreign government bonds	36,038	-	(188 )	(633 )	35,217
Time deposits	3,396	-	-	-	3,396
Cash, Cash equivalents and short-term investments	\$320,479	\$78	\$(216 )	\$(633 )	\$319,708

	As of December 31, 2010				
	Adjusted Cost	Gross Unrealized Gain	Gross Unrealized Loss	Cumulative Translation Adjustment	Fair Value
Cash	\$86,344	\$-	\$-	\$-	\$86,344
M o n e y m a r k e t accounts	133,103	-	-	-	133,103
Municipal bonds	16,843	18	-	-	16,861
Corporate bonds	56,141	38	(69 )	-	56,110
U.S. treasuries and agencies	23,142	13	(20 )	-	23,135
Foreign government bonds	36,010	89	(32 )	(3,410 )	32,657
Time deposits	2,452	-	-	-	2,452
Cash, Cash equivalents and short-term investments	\$354,035	\$158	\$(121 )	\$(3,410 )	\$350,662

The following table summarizes the contractual maturities of our investments designated as available-for-sale (in thousands):

	As of June 30, 2011 (Unaudited)	
	Adjusted Cost	Fair Value
Due in less than 1 year	\$75,559	\$75,181
Due in 1 to 5 years	37,553	37,160
Total short-term investments	\$113,112	\$112,341
	Adjusted Cost	Fair Value
Due in less than 1 year		
Municipal bonds	\$13,925	\$13,939
Corporate bonds	36,820	36,839
U.S. treasuries and agencies	3,005	3,010
Foreign government bonds	18,413	17,997
Time deposits	3,396	3,396
Total short-term investments	\$75,559	\$75,181

	Adjusted Cost	Fair Value
Due in 1 to 5 years		
Municipal bonds	\$5,330	\$5,344
Corporate bonds	14,598	14,596
Foreign government bonds	17,625	17,220
Total short-term investments	\$37,553	\$37,160

#### Note 4 – Fair value measurements

We define fair value to be the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. When determining the fair value measurements for assets and liabilities required or permitted to be recorded at fair value, we consider the principal or most liquid market and assumptions that market participants would use when pricing the asset or liability.

We follow a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value into three broad levels. The level in the fair value hierarchy within which the fair value measurement falls is determined based on the lowest level input that is significant to the fair value measurement. The three values of the fair value hierarchy are the following:

Level 1 – Quoted prices in active markets for identical assets or liabilities

Level 2 – Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly

Level 3 – Inputs that are not based on observable market data

Assets and liabilities measured at fair value on a recurring basis are summarized below (in thousands):

Description	Fair Value Measurements at Reporting Date Using (Unaudited)			
	June 30, 2011	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
<b>Assets</b>				
Money Market Funds	\$107,569	\$107,569	\$-	\$ -
Short-term investments available for sale:				
Municipal bonds	19,283	19,283	-	-
Corporate bonds	51,435	51,435	-	-
U.S. treasuries and agencies	3,010	3,010	-	-
Foreign government bonds	35,217	35,217	-	-
Time deposits	3,396	3,396	-	-
Derivatives	4,787	-	4,787	-
Total Assets	\$224,697	\$219,910	\$4,787	\$ -
<b>Liabilities</b>				
Derivatives	\$(3,312)	\$-	\$(3,312)	\$ -

Total Liabilities		\$ (3,312 )	\$ -	\$ (3,312 )	\$ -
		Fair Value Measurements at Reporting Date Using			
				Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)
					Significant Unobservable Inputs (Level 3)
Description		December 31, 2010			
Assets					
Money Market Funds		\$ 133,103	\$ 133,103	\$ -	\$ -
Short-term investments available for sale:					
Municipal bonds		16,861	16,861	-	-
Corporate bonds		56,110	56,110	-	-
U.S. treasuries and agencies		23,135	23,135	-	-
Foreign government bonds		32,657	32,657	-	-
Time deposits		2,452	2,452	-	-
Derivatives		2,325	-	2,325	-
Total Assets		\$ 266,643	\$ 264,318	\$ 2,325	\$ -
Liabilities					
Derivatives		\$ (3,733 )	\$ -	\$ (3,733 )	\$ -
Total Liabilities		\$ (3,733 )	\$ -	\$ (3,733 )	\$ -

Short-term investments available-for-sale are valued using a market approach (Level 1) based on the quoted market prices of identical instruments when available or other observable inputs such as trading prices of identical instruments in active markets. Short-term investments available-for-sale consists of debt securities issued by states of the U.S. and political subdivisions of the U.S., corporate debt securities and debt securities issued by U.S. government corporations and agencies as well as debt securities issued by foreign governments. All short-term investments available-for-sale have contractual maturities of less than 24 months. There were not any transfers in or out of Level 1 during the three and six month periods ended June 30, 2011.

Derivatives include foreign currency forward and option contracts. Our foreign currency forward contracts are valued using an income approach (Level 2) based on the spot rate less the contract rate multiplied by the notional amount. Our foreign currency option contracts are valued using a market approach based on the quoted market prices which are derived from observable inputs including current and future spot rates, interest rate spreads as well as quoted market prices of similar instruments. There were not any transfers in or out of Level 2 during the six month period ended June 30, 2011.

We did not have any items that were measured at fair value on a nonrecurring basis at June 30, 2011 and December 31, 2010.

#### Note 5 – Derivative instruments and hedging activities

We recognize all of our derivative instruments as either assets or liabilities in our statements of financial position at fair value. The accounting for changes in the fair value (i.e., gains or losses) of a derivative instrument depends on whether it has been designated and qualifies as part of a hedging relationship and further, on the type of hedging relationship. For those derivative instruments that are designated and qualify as hedging instruments, we designate the hedging instrument, based upon the exposure being hedged, as a fair value hedge, cash flow hedge, or a hedge of a net investment in a foreign operation.

We have operations in over 40 countries. Sales outside of the Americas accounted for 59% and 57% of our revenues during the three month periods ended June 30, 2011 and 2010, respectively, and 59% and 58% of our revenues during the six month periods ended June 30, 2011 and 2010, respectively. Our activities expose us to a variety of market risks, including the effects of changes in foreign currency exchange rates. These financial risks are monitored and managed by us as an integral part of our overall risk management program.

We maintain a foreign currency risk management strategy that uses derivative instruments (foreign currency forward and purchased option contracts) to help protect our earnings and cash flows from fluctuations caused by the volatility in currency exchange rates. Movements in foreign currency exchange rates pose a risk to our operations and competitive position, since exchange rate changes may affect our profitability and cash flow, and the business or pricing strategies of our non-U.S. based competitors.

The vast majority of our foreign sales are denominated in the customers' local currency. We purchase foreign currency forward and option contracts as hedges of forecasted sales that are denominated in foreign currencies and as hedges of foreign currency denominated receivables. These contracts are entered into to help protect against the risk that the eventual dollar-net-cash inflows resulting from such sales or firm commitments will be adversely affected by changes in exchange rates. We also purchase foreign currency forward contracts as hedges of forecasted expenses that are denominated in foreign currencies. These contracts are entered into to help protect against the risk that the eventual dollar-net-cash outflows resulting from foreign currency operating and cost of revenue expenses will be adversely affected by changes in exchange rates.

We designate foreign currency forward and purchased option contracts as cash flow hedges of forecasted revenues or forecasted expenses. In addition, we hedge our foreign currency denominated balance sheet exposures using foreign currency forward contracts that are not designated as hedging instruments. None of our derivative instruments contain a credit-risk-related contingent feature.

#### Cash flow hedges

To help protect against the reduction in value caused by a fluctuation in foreign currency exchange rates of forecasted foreign currency cash flows resulting from international sales over the next one to two years, we have instituted a foreign currency cash flow hedging program. We hedge portions of our forecasted revenue and forecasted expenses denominated in foreign currencies with forward and purchased option contracts. For forward contracts, when the dollar strengthens significantly against the foreign currencies, the change in the present value of future foreign currency cash flows may be offset by the change in the fair value of the forward contracts designated as hedges. For option contracts, when the dollar strengthens significantly against the foreign currencies, the change in the present value of future foreign currency cash flows may be offset by the change in the fair value of the option contracts net of the premium paid designated as hedges. Our foreign currency purchased option contracts are purchased "at-the-money" or "out-of-the-money". We purchase foreign currency forward and option contracts for up to 100% of our forecasted exposures in selected currencies (primarily in Euro, Japanese yen, British pound sterling and Hungarian forint) and limit the duration of these contracts to 40 months or less.

For derivative instruments that are designated and qualify as a cash flow hedge, the effective portion of the gain or loss on the derivative is reported as a component of accumulated other comprehensive income ("OCI") and reclassified into earnings in the same line item (net sales, operating expenses, or cost of sales) associated with the forecasted transaction and in the same period or periods during which the hedged transaction affects earnings. Gains and losses on the derivative representing either hedge ineffectiveness or hedge components excluded from the assessment of effectiveness are recognized in current earnings or expenses during the current period and are classified as a component of "net foreign exchange gain (loss)". Hedge effectiveness of foreign currency forwards and purchased option contracts designated as cash flow hedges are measured by comparing the hedging instrument's cumulative change in fair value from inception to maturity to the forecasted transaction's terminal value.

We held forward contracts with a notional amount of \$13.6 million dollar equivalent of Euro, \$3.1 million dollar equivalent of British pound sterling, \$27.2 million dollar equivalent of Japanese yen, and \$23.1 million dollar equivalent of Hungarian forint at June 30, 2011. These contracts are for terms of up to 24 months. At December 31, 2010, we held forward contracts with a notional amount of \$28.3 million dollar equivalent of Euro, \$6.0 million dollar equivalent of British pound sterling, \$18.4 million dollar equivalent of Japanese yen, and \$33.4 million dollar equivalent of Hungarian forint.

We did not have any purchased option contracts at June 30, 2011. At June 30, 2010, we held purchased option contracts with a notional amount of \$14.8 million dollar equivalent of Euro.

At June 30, 2011, we expect to reclassify \$2.5 million of losses on derivative instruments from accumulated other comprehensive income to net sales during the next twelve months when the hedged international sales occur, \$2.2 million of gains on derivative instruments from accumulated OCI to cost of sales when the cost of sales are incurred and \$1.0 million of gains on derivative instruments from accumulated OCI to operating expenses during the next twelve months when the hedged operating expenses occur. Expected amounts are based on derivative valuations at June 30, 2011. Actual results may vary as a result of changes in the corresponding exchange rate subsequent to this date.

We did not record any ineffectiveness from our hedges during the six months ended June 30, 2011.

#### Other Derivatives

Other derivatives not designated as hedging instruments consist primarily of foreign currency forward contracts that we use to hedge our foreign denominated net receivable or net payable positions to protect against the change in value caused by a fluctuation in foreign currency exchange rates. We typically attempt to hedge up to 90% of our outstanding foreign denominated net receivables or net payables and typically limit the duration of these foreign currency forward contracts to approximately 120 days. The gain or loss on the derivatives as well as the offsetting gain or loss on the hedge item attributable to the hedged risk is recognized in current earnings under the line item "net foreign exchange gain (loss)". As of June 30, 2011 and December 31, 2010, we held foreign currency forward contracts with a notional amount of \$45.2 million and \$41.3 million, respectively.

The following tables present the fair value of derivative instruments on our Consolidated Balance Sheets and the effect of derivative instruments on our Consolidated Statements of Income.

#### Fair Values of Derivative Instruments (in thousands):

	Asset Derivatives			
	June 30, 2011 (Unaudited)		December 31, 2010	
	Balance Sheet Location	Fair Value	Balance Sheet Location	Fair Value
Derivatives designated as hedging instruments				
Foreign exchange contracts - ST forwards	Prepaid expenses and other current assets	\$3,296	Prepaid expenses and other current assets	\$1,104
Foreign exchange contracts - LT forwards	Other long-term assets	1,359	Other long-term assets	490
Total derivatives designated as hedging instruments		\$4,655		\$1,594



## Derivatives not designated as hedging instruments

Foreign exchange contracts - ST forwards	Prepaid expenses and other current assets	\$ 132	Prepaid expenses and other current assets	\$ 731
Total derivatives not designated as hedging instruments		\$ 132		\$ 731
Total derivatives		\$ 4,787		\$ 2,325

## Liability Derivatives

June 30, 2011  
(Unaudited)

December 31, 2010

	Balance Sheet Location	Fair Value	Balance Sheet Location	Fair Value
Derivatives designated as hedging instruments				
Foreign exchange contracts - ST forwards	Accrued expenses and other liabilities	\$(2,633 )	Accrued expenses and other liabilities	\$(2,677 )
Foreign exchange contracts - LT forwards	Other long-term liabilities	(7 )	Other long-term liabilities	-
Total derivatives designated as hedging instruments		\$(2,640 )		\$(2,677 )
Derivatives not designated as hedging instruments				
Foreign exchange contracts - ST forwards	Accrued expenses and other liabilities	\$(672 )	Accrued expenses and other liabilities	\$(1,056 )
Total derivatives not designated as hedging instruments		\$(672 )		\$(1,056 )
Total derivatives		\$(3,312 )		\$(3,733 )

Effect of derivative instruments on our Consolidated Statements of Income for the three month periods ended June 30, 2011 and 2010, respectively (in thousands):

	June 30, 2011 (Unaudited)			
	Gain or (Loss) Recognized in OCI on Derivative (Effective Portion)	Location of Gain or (Loss) Reclassified from Accumulated OCI into Income (Effective Portion)	Gain or (Loss) Reclassified from Accumulated OCI into Income (Effective Portion)	Gain or (Loss) Recognized in Income on Derivative (Ineffective Portion)
Derivatives in Cash Flow Hedging Relationship	\$(71 )	Net sales	\$(983 )	\$-

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Foreign exchange contracts - forwards and options				Net foreign exchange gain (loss)	
Foreign exchange contracts - forwards and options	326	Cost of sales	376	Net foreign exchange gain (loss)	-
Foreign exchange contracts - forwards and options	55	Operating expenses	277	Net foreign exchange gain (loss)	-
Total	\$ 310		\$ (330 )		\$ -

June 30, 2010  
(Unaudited)

Derivatives in Cash Flow Hedging Relationship	Gain or (Loss) Recognized in OCI on Derivative (Effective Portion)	Location of Gain or (Loss) Recognized into Income (Effective Portion)	Gain or (Loss) Reclassified from Accumulated OCI into Income (Effective Portion)	Location of Gain or (Loss) Recognized in Income on Derivative (Ineffective Portion)	Gain or (Loss) Recognized in Income on Derivative (Ineffective Portion)
Foreign exchange contracts - forwards and options	\$ 229	Net sales	\$ 2,012	Net foreign exchange gain (loss)	\$ -
Foreign exchange contracts - forwards and options	(3,319 )	Cost of sales	642	Net foreign exchange gain (loss)	-
Foreign exchange contracts - forwards and options	(1,509 )	Operating expenses	219	Net foreign exchange gain (loss)	-
Total	\$ (4,599 )		\$ 2,873		\$ -

Derivatives not Designated as Hedging Instruments	Location of Gain (Loss) Recognized in Income	Amount of Gain (Loss) Recognized in Income June 30, 2011 (Unaudited)	Amount of Gain (Loss) Recognized in Income June 30, 2010 (Unaudited)
Foreign exchange contracts - forwards	Net foreign exchange gain/(loss)	\$ (1,110 )	\$ 937
Total		\$ (1,110 )	\$ 937

Effect of derivative instruments on our Consolidated Statements of Income for the six month periods ended June 30, 2011 and 2010, respectively (in thousands):

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June 30, 2011  
(Unaudited)

Derivatives in Cash Flow Hedging Relationship	Gain or (Loss) Recognized in OCI on Derivative (Effective Portion)	Location of Gain or (Loss) Reclassified from Accumulated OCI into Income (Effective Portion)	Gain or (Loss) Reclassified from Accumulated OCI into Income (Effective Portion)	Location of Gain or (Loss) Recognized in Income on Derivative (Ineffective Portion)	Gain or (Loss) Recognized in Income on Derivative (Ineffective Portion)
Foreign exchange contracts - forwards and options	\$ (467 )	Net sales	\$ (1,740 )	Net foreign exchange gain (loss)	\$ -
Foreign exchange contracts - forwards and options	2,480	Cost of sales	750	Net foreign exchange gain (loss)	-
Foreign exchange contracts - forwards and options	1,143	Operating expenses	422	Net foreign exchange gain (loss)	-
Total	\$ 3,156		\$ (568 )		\$ -

June 30, 2010  
(Unaudited)

Derivatives in Cash Flow Hedging Relationship	Gain or (Loss) Recognized in OCI on Derivative (Effective Portion)	Location of Gain or (Loss) Reclassified from Accumulated OCI into Income (Effective Portion)	Gain or (Loss) Reclassified from Accumulated OCI into Income (Effective Portion)	Location of Gain or (Loss) Recognized in Income on Derivative (Ineffective Portion)	Gain or (Loss) Recognized in Income on Derivative (Ineffective Portion)
Foreign exchange contracts - forwards and options	\$ 1,744	Net sales	\$ 3,049	Net foreign exchange gain (loss)	\$ -
Foreign exchange contracts - forwards and options	(4,710 )	Cost of sales	1,411	Net foreign exchange gain (loss)	-
Foreign exchange contracts - forwards and options	(2,394 )	Operating expenses	587	Net foreign exchange gain (loss)	-
Total	\$ (5,360 )		\$ 5,047		\$ -

Derivatives not Designated as Hedging Instruments	Location of Gain (Loss) Recognized in Income	Amount of Gain (Loss) Recognized in Income June 30, 2011 (Unaudited)	Amount of Gain (Loss) Recognized in Income June 30, 2010 (Unaudited)
Foreign exchange contracts - forwards	Net foreign exchange gain/(loss)	\$ (2,103 )	\$ 1,376
Total		\$ (2,103 )	\$ 1,376

## Note 6 – Inventories

Inventories, net consist of the following (in thousands):

	June 30, 2011 (Unaudited)	December 31, 2010
Raw materials	\$ 64,871	\$ 55,218
Work-in-process	4,766	6,359
Finished goods	71,934	56,188
	\$ 141,571	\$ 117,765

## Note 7 – Intangibles

Intangibles at June 30, 2011 and December 31, 2010 were as follows (in thousands):

	June 30, 2011 (Unaudited)			December 31, 2010		
	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount
Capitalized software development costs	\$ 50,284	\$ (22,767 )	\$ 27,517	\$ 40,481	\$ (16,217 )	\$ 24,264
Acquired technology	67,508	(27,564 )	39,944	35,634	(25,017 )	10,617
Patents	21,646	(6,826 )	14,820	20,790	(6,312 )	14,478
Other	23,363	(11,673 )	11,690	14,059	(10,602 )	3,457
	\$ 162,801	\$ (68,830 )	\$ 93,971	\$ 110,964	\$ (58,148 )	\$ 52,816

Capitalized software development costs for the three month periods ended June 30, 2011 and 2010, were \$5.9 million and \$8.0 million, respectively, and related amortization expense was \$3.3 million and \$2.5 million, respectively. For the six month periods ended June 30, 2011 and 2010, capitalized software development costs were \$9.8 million and \$11.5 million, respectively, and related amortization expense was \$6.6 million and \$5.1 million, respectively. For the three month periods ended June 30, 2011 and 2010, capitalized software development costs included costs related to stock based compensation of \$262,000 and \$349,000, respectively. For the six month periods ended June 30, 2011 and 2010, capitalized software development costs included costs related to stock based compensation of \$412,000 and \$511,000, respectively.

Amortization of capitalized software development costs is computed on an individual product basis for those products available for market and is recognized based on the product's estimated economic life, generally three years. Acquired

intangible assets which include acquired technology and other are amortized over their useful lives, which range from three to eight years. Patents are amortized using the straight-line method over their estimated period of benefit, generally ten to seventeen years. Total intangible assets amortization expenses were \$5.5 million and \$4.1 million for the three month periods ended June 30, 2011 and 2010, respectively, and \$10.7 million and \$8.2 million for the six month periods ended June 30, 2011 and 2010, respectively.

The overall increase in our acquired technology and other intangible assets can be attributed to the acquisition of AWR Corporation and Phase Matrix Inc. See Note 16 – Acquisitions of Notes to Consolidated Financial Statements for additional discussion related to these acquisitions.

#### Note 8 – Goodwill

The carrying amount of goodwill as of June 30, 2011, was as follows (in thousands):

	Amount
B a l a n c e a s o f D e c e m b e r 3 1 , 2 0 1 0	\$70,278
Acquisitions	61,069
Divestitures	-
F o r e i g n c u r r e n c y t r a n s l a t i o n i m p a c t	664
Balance as of June 30, 2011	\$132,011

The excess purchase price over the fair value of assets acquired is recorded as goodwill. As we have one operating segment, we allocate goodwill to one reporting unit for goodwill impairment testing. Goodwill is tested for impairment on an annual basis, and between annual tests if indicators of potential impairment exist, using a fair-value-based approach based on the market capitalization of the reporting unit. Our annual impairment test was performed as of February 28, 2011. No impairment of goodwill has been identified during the period presented. Goodwill is deductible for tax purposes in certain jurisdictions.

See Note 16 – Acquisitions of Notes to Consolidated Financial Statements for additional discussion related to current period acquisitions.

#### Note 9 – Income taxes

We account for income taxes under the asset and liability method. Deferred tax assets and liabilities are recognized for the expected tax consequences of temporary differences between the tax bases of assets and liabilities and their reported amounts. Valuation allowances are established when necessary to reduce deferred tax assets to amounts which are more likely than not to be realized.

We account for uncertainty in income taxes recognized in our financial statements using prescribed recognition thresholds and measurement attributes for financial statement disclosure of tax positions taken or expected to be taken on our tax returns. We had \$18.0 million and \$15.0 million of unrecognized tax benefits at June 30, 2011 and December 31, 2010, respectively, all of which would affect our effective income tax rate if recognized. We recorded a gross increase in unrecognized tax benefits of \$2.8 million for the six month period ended June 30, 2011. As of June 30, 2011, it is deemed reasonable that we will recognize tax benefits in the amount of \$3.6 million in the next twelve months due to the closing of open tax years. The nature of the uncertainty is related to deductions taken on returns that have not been examined by the applicable tax authority. Our continuing policy is to recognize interest and penalties related to income tax matters in income tax expense. As of June 30, 2011, we have approximately \$1.0 million accrued for interest related to uncertain tax positions. The tax years 2004 through 2010 remain open to examination by the major taxing jurisdictions to which we are subject.

Our provision for income taxes reflected an effective tax rate of 18% and 16% for the three month periods ended June 30, 2011 and 2010, respectively, and of 18% and 12% for the six month periods ended June 30, 2011 and 2010, respectively. For the three and six month periods ended June 30, 2011, our effective tax rate was lower than the U.S. federal statutory rate of 35% as a result of a tax benefit from equity awards that do not ordinarily result in a tax benefit, an enhanced deduction for certain research and development expenses, profits in foreign jurisdictions with reduced income tax rates and the U.S. federal research and development credit. For the three months ended June 30, 2010, our effective tax rate was lower than the U.S. federal statutory rate of 35% as a result of the partial release of a deferred tax asset valuation allowance, an enhanced deduction for certain research and development expenses and profits in foreign jurisdictions with reduced income tax rates. For the six months ended June 30, 2010, our effective tax rate was lower than the U.S. federal statutory rate of 35% as a result of the partial release of a deferred tax asset valuation allowance, an enhanced deduction for certain research and development expenses, profits in foreign jurisdictions with reduced income tax rates and a decrease in unrecognized tax benefits for uncertain tax positions.

Our earnings in Hungary are subject to a statutory tax rate of 19%. The difference between this rate and the statutory U.S. rate of 35% resulted in income tax benefits of \$4.0 million and \$3.5 million for the three month periods ended June 30, 2011 and 2010, respectively, and \$7.4 million and \$5.8 million for the six month periods ended June 30, 2011 and 2010, respectively. No countries other than Hungary had a significant impact on our effective tax rate. We have not entered into any advanced pricing or other agreements with the Internal Revenue Service with regard to any foreign jurisdictions.

The tax position of our Hungarian operation continues to benefit from assets created by the restructuring of our operations in Hungary in 2003. In addition, our research and development activities in Hungary continue to benefit from a tax law in Hungary that provides for an enhanced deduction for qualified research and development expenses. Partial release of the valuation allowance on assets from the restructuring and the enhanced tax deduction for research expenses resulted in income tax benefits of \$5.2 million and \$4.6 million for the three month periods ended June 30, 2011 and 2010, respectively, and \$9.9 million and \$7.7 million for the six month periods ended June 30, 2011 and 2010, respectively.

#### Note 10 – Comprehensive income

Our comprehensive income is comprised of net income, foreign currency translation, unrealized gains and losses on forward and option contracts and unrealized gains and losses on our investments designated as available for sale. Comprehensive income for the three and six month periods ended June 30, 2011 and 2010, was as follows (in thousands):

	Three Months Ended June 30, (unaudited)		Six Months Ended June 30, (unaudited)	
	2011	2010	2011	2010
Comprehensive income:				
Net income	\$26,548	\$24,602	\$57,009	\$42,955
Foreign currency translation gains (losses), net of taxes	2,148	(7,407 )	7,424	(11,369 )
Unrealized gains (losses) on derivative instruments, net of taxes	262	(3,747 )	2,631	(7,092 )
Unrealized gains (losses) on investments designated as available for sale, net of taxes	(580 )	(1,106 )	(1,004 )	771
Total comprehensive income	\$28,378	\$12,342	\$66,060	\$25,265

#### Note 11 – Stock-based compensation plans

## Stock option plans

Our stockholders approved the 1994 Incentive Stock Option Plan (the “1994 Plan”) on May 9, 1994. At the time of approval, 13,668,750 shares of our common stock were reserved for issuance under this plan. In 1997, an additional 10,631,250 shares of our common stock were reserved for issuance under this plan, and an additional 1,125,000 shares were reserved for issuance under this plan in 2004. The 1994 Plan terminated in May 2005, except with respect to outstanding awards previously granted thereunder.

Awards under the plan were either incentive stock options within the meaning of Section 422 of the Internal Revenue Code or nonqualified options. The right to purchase shares under the options vests over a five to ten-year period, beginning on the date of grant. Vesting of ten year awards may accelerate based on the Company’s previous year’s earnings and revenue growth but shares cannot accelerate to vest over a period of less than five years. Stock options must be exercised within ten years from date of grant. Stock options were issued with an exercise price which was equal to the market price of our common stock at the grant date. We estimate potential forfeitures of stock grants and adjust compensation cost recorded accordingly. The estimate of forfeitures will be adjusted over the requisite service period to the extent that actual forfeitures differ, or are expected to differ, from such estimates. Changes in estimated forfeitures will be recognized through a cumulative catch-up adjustment in the period of change and will also impact the amount of stock compensation expense to be recognized in future periods. During the six month period ended June 30, 2011, we did not make any changes in accounting principles or methods of estimates related to the 1994 Plan.

## Restricted stock plans

Our stockholders approved our 2005 Incentive Plan (the “2005 Plan”) on May 10, 2005. At the time of approval, 4,050,000 shares of our common stock were reserved for issuance under this plan, as well as the number of shares which had been reserved but not issued under the 1994 Plan (our incentive stock option plan which terminated in May 2005), and any shares that returned to the 1994 Plan as a result of termination of options or repurchase of shares issued under such plan. The 2005 Plan, administered by the Compensation Committee of the Board of Directors, provided for granting of incentive awards in the form of restricted stock and restricted stock units (“RSUs”) to directors, executive officers and employees of the Company and its subsidiaries. Awards vest over a three, five or ten-year period, beginning on the date of grant. Vesting of ten year awards may accelerate based on the Company’s previous year’s earnings and growth but ten year awards cannot accelerate to vest over a period of less than five years. The 2005 Plan terminated on May 11, 2010, except with respect to outstanding awards previously granted thereunder. There were 3,362,304 shares of common stock that were reserved but not issued under the 1994 Plan and the 2005 Plan as of May 11, 2010.

Our stockholders approved our 2010 Incentive Plan (the “2010 Plan”) on May 11, 2010. At the time of approval, 3,000,000 shares of our common stock were reserved for issuance under this plan, as well as the 3,362,304 shares of common stock that were reserved but not issued under the 1994 Plan and the 2005 Plan as of May 11, 2010, and any shares that are returned to the 1994 Plan and the 2005 Plan as a result of forfeiture or termination of options or RSUs or repurchase of shares issued under these plans. The 2010 Plan, administered by the Compensation Committee of the Board of Directors, provides for granting of incentive awards in the form of restricted stock and RSUs to employees, directors and consultants of the Company and employees and consultants of any parent or subsidiary of the Company. Awards vest over a three, five or ten-year period, beginning on the date of grant. Vesting of ten year awards may accelerate based on the Company’s previous year’s earnings and growth but ten year awards cannot accelerate to vest over a period of less than five years. At June 30, 2011, there were 5,245,564 shares available for grant under the 2010 Plan.

We estimate potential forfeitures of RSUs and adjust compensation cost recorded accordingly. The estimate of forfeitures will be adjusted over the requisite service period to the extent that actual forfeitures differ, or are expected to differ, from such estimates. Changes in estimated forfeitures will be recognized through a cumulative catch-up

adjustment in the period of change and will also impact the amount of stock compensation expense to be recognized in future periods. During the six month period ended June 30, 2011, we did not make any changes in accounting principles or methods of estimates related to the 2010 Plan.

#### Employee stock purchase plan

Our employee stock purchase plan permits substantially all domestic employees and employees of designated subsidiaries to acquire our common stock at a purchase price of 85% of the lower of the market price at the beginning or the end of the purchase period. The plan has quarterly purchase periods generally beginning on February 1, May 1, August 1 and November 1 of each year. Employees may designate up to 15% of their compensation for the purchase of common stock under this plan. At June 30, 2011, we had 1,164,724 shares of common stock reserved for future employee purchases under this plan. During the six month period ended June 30, 2011, we issued 456,118 shares under this plan. The weighted average fair value of the employees' purchase rights for these shares was \$21.68 per share and was estimated using the Black-Scholes model. During the six month period ended June 30, 2011, we did not make any changes in accounting principles or methods of estimates related to the employee stock purchase plan.

#### Authorized Preferred Stock and Preferred Stock Purchase Rights Plan

We have 5,000,000 authorized shares of preferred stock. On January 21, 2004, our Board of Directors designated 750,000 of these shares as Series A Participating Preferred Stock in conjunction with its adoption of a Preferred Stock Rights Agreement (the "Rights Agreement") and declaration of a dividend of one preferred share purchase right (a "Right") for each share of common stock outstanding held as of May 10, 2004 or issued thereafter. Each Right will entitle its holder to purchase one one-thousandth of a share of National Instruments' Series A Participating Preferred Stock at an exercise price of \$200, subject to adjustment, under certain circumstances. The Rights Agreement was not adopted in response to any effort to acquire control of National Instruments.

The Rights only become exercisable in certain limited circumstances following the tenth day after a person or group announces acquisitions of or tender offers for 20% or more of our common stock. In addition, if an acquirer (subject to certain exclusions for certain current stockholders of National Instruments, an "Acquiring Person") obtains 20% or more of our common stock, then each Right (other than the Rights owned by an Acquiring Person or its affiliates) will entitle the holder to purchase, for the exercise price, shares of our common stock having a value equal to two times the exercise price. Under certain circumstances, our Board of Directors may redeem the Rights, in whole, but not in part, at a purchase price of \$0.01 per Right. The Rights have no voting privileges and are attached to and automatically traded with our common stock until the occurrence of specified trigger events. The Rights will expire on the earlier of May 10, 2014 or the exchange or redemption of the Rights.

There were not any shares of preferred stock issued and outstanding at June 30, 2011.

#### Note 12 – Segment information

We determine operating segments using the management approach. The management approach designates the internal organization that is used by management for making operating decisions and assessing performance as the source of our operating segments. It also requires disclosures about products and services, geographic areas and major customers.

We have defined our operating segment based on geographic regions. We sell our products in three geographic regions. Our sales to these regions share similar economic characteristics, similar product mix, similar customers, and similar distribution methods. Accordingly, we have elected to aggregate these three geographic regions into a single operating segment. Revenue from the sale of our products which are similar in nature and software maintenance are reflected as total net sales in our Consolidated Statements of Income.



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Total net sales, operating income, interest income and long-lived assets, classified by the major geographic areas in which we operate, are as follows (in thousands):

	Three Months Ended June 30, (unaudited)		Six Months Ended June 30, (unaudited)	
	2011	2010	2011	2010
Net sales:				
Americas:	\$ 103,713	\$ 90,072	\$ 201,077	\$ 169,269
Europe:	76,383	59,876	147,439	117,799
Asia Pacific:	73,188	61,769	142,618	115,740
	\$ 253,284	\$ 211,717	\$ 491,134	\$ 402,808
	Three Months Ended June 30, (unaudited)		Six Months Ended June 30, (unaudited)	
	2011	2010	2011	2010
Operating income:				
Americas	\$18,700	\$17,915	\$38,785	\$31,294
Europe	32,542	29,023	68,695	56,062
Asia Pacific	28,727	19,940	51,869	37,590
Unallocated:				
Research and development expenses	(47,027 )	(36,395 )	(89,895 )	(74,941 )
	\$32,942	\$30,483	\$69,454	\$50,005
	Three Months Ended June 30, (unaudited)		Six Months Ended June 30, (unaudited)	
	2011	2010	2011	2010
Interest income:				
Americas	\$121	\$145	\$270	\$256
Europe	195	206	353	365
Asia Pacific	28	20	62	50
	\$344	\$371	\$685	\$671
	Three Months Ended June 30, (unaudited)		Six Months Ended June 30, (unaudited)	
	2011	2010	2011	2010
Long-lived assets:				
Americas			\$108,616	\$103,033
Europe			41,802	40,083
Asia Pacific			21,088	17,294
			\$171,506	\$160,410

Total sales outside the U. S. for the three month periods ended June 30, 2011 and 2010, were \$157.6 million and \$128.2 million, respectively, and \$306.5 million and \$247.6 million for the six month periods ended June 30, 2011 and 2010, respectively.

Note 13 – Commitments and contingencies

We offer a one-year limited warranty on most hardware products, with a two or three-year warranty on a subset of our hardware products, which is included in the sales price of many of our products. Provision is made for estimated future warranty costs at the time of the sale for the estimated costs that may be incurred under the basic limited warranty. Our estimate is based on historical experience and product sales during this period.

The warranty reserve for the six month periods ended June 30, 2011 and 2010, respectively, was as follows (in thousands):

	Six Months Ended June 30, (unaudited)	
	2011	2010
B a l a n c e a t t h e b e g i n n i n g o f t h e period	\$921	\$921
A c c r u a l s f o r w a r r a n t i e s i s s u e d d u r i n g t h e period	1,515	998
S e t t l e m e n t s m a d e ( i n c a s h o r i n k i n d ) d u r i n g t h e period	(1,192 )	(998 )
B a l a n c e a t t h e e n d o f t h e period	\$1,244	\$921

As of June 30, 2011, we have non-cancelable purchase commitments with various suppliers of customized inventory and inventory components totaling approximately \$9.1 million over the next twelve months.

As of June 30, 2011, we have outstanding guarantees for payment of customs and foreign grants totaling approximately \$4.6 million, which are generally payable over the next twelve months.

From November 1999 to May 2011, we sold products to the U.S. government under a contract with the General Services Administration ("GSA"). During such time, our sales under the contract were approximately 2% of our total sales. Our contract with GSA contains a price reduction or "most favored customer" pricing provision. We have been in discussions with GSA regarding our compliance with this pricing provision and have provided GSA with information regarding our pricing practices. GSA recently conducted an on-site review of our GSA pricing practices and has orally informed us that GSA does not agree with our previous determination of the potential non-compliance amount. GSA has not informed us of its estimate of the non-compliance amount and GSA has not made any formal demand for pricing adjustments related to our GSA contract. However, GSA may make such a demand in the future, and there can be no assurance that the amount of any such demand, if we were required to pay it, would not have a material adverse impact on our results of operations. If GSA believes that our pricing practices did not comply with the contract, GSA could conduct a formal investigation of such matter or could refer such matter to the U.S. Department of Justice for investigation, including an investigation regarding potential violations of the False Claims Act, which could result in litigation and the possible imposition of a damage remedy that includes treble damages plus civil penalties, and could also result in us being suspended or debarred from future government contracting. Due to the complexities of conducting business with GSA, the relatively small amount of revenue we realized from our GSA contract, and our belief that we can continue to sell our products to U.S. government agencies through other contracting methods, we cancelled our contract with GSA in April 2011, effective May 2011. To date, we have not experienced any material adverse impact on our results of operations as a result of the cancellation of our GSA contract.

#### Note 14 – Recently issued accounting pronouncements

In October 2009, the FASB updated FASB ASC 605, Revenue Recognition (FASB ASC 605) that amended the criteria for separating consideration in multiple-deliverable arrangements. The amendments establish a selling price

hierarchy for determining the selling price of a deliverable. The selling price used for each deliverable will be based on vendor-specific objective evidence if available, third-party evidence if vendor-specific objective evidence is not available, or estimated selling price if neither vendor-specific objective evidence nor third-party evidence is available. The amendments will change the application of the residual method of allocation and require that arrangement consideration be allocated at the inception of the arrangement to all deliverables using the relative selling price method. The relative selling price method allocates any discount in the arrangement proportionally to each deliverable on the basis of each deliverable's selling price. This update will be effective prospectively for revenue arrangements entered into or materially modified in fiscal years beginning on or after June 15, 2010. On January 1, 2011, we adopted the accounting update as required on a prospective basis. The adoption of the amended revenue recognition rules did not change the units of accounting for our revenue transactions. It also did not significantly change how we allocated the arrangement consideration to the various units of accounting or the timing of revenue. The impact of our adoption was not material to our consolidated financial statements for the three and six month periods ended June 30, 2011. We cannot reasonably estimate the effect of adopting these standards on future financial periods as the impact will vary depending on the nature and volume of new or materially modified sales arrangements in any given period. In addition, as our, or our competitors', pricing practices and strategies evolve, we may modify our pricing practices in the future. This may result in a different allocation of revenue to the deliverables in the multiple element arrangements from the current fiscal quarter, which may change the pattern and timing of revenue recognition for these elements, but will not change the total revenue recognized for the arrangement.

In January 2010, the FASB updated FASB ASC 820, Fair Value Measurements and Disclosures (FASB ASC 820) that requires additional disclosures and clarifies existing disclosures regarding fair value measurements. The additional disclosures include (i) transfers in and out of Levels 1 and 2 and (ii) activity in Level 3 fair value measurements. The update provides amendments that clarify existing disclosures on level of disaggregation and disclosures about inputs and valuation techniques. This update is effective for interim and annual reporting periods beginning after December 15, 2009, except for the disclosures about purchases, sales, issuances, and settlements in the roll forward of activity in Level 3 fair value measurements. These disclosures are effective for fiscal years beginning after December 15, 2010, and for interim periods within those fiscal years. We adopted the update on January 1, 2010 as required and subsequently adopted on January 1, 2011, the update surrounding disclosures on Level 3 fair value measurements and concluded it did not have a material impact on our consolidated financial position or results of operations. In May 2011, the FASB updated FASB ASC 820 that resulted in common fair value measurement and disclosure requirements in U.S. GAAP and International Financial Reporting Standards (IFRSs). Some of the amendments clarify the FASB's intent about the application of existing fair value measurement requirements. Other amendments change a particular principle or requirement for measuring fair value or for disclosing information about fair value measurements. The amendments are to be applied prospectively and are effective during interim and annual periods beginning after December 15, 2011. We are currently evaluating the requirements of this update and have not yet determined the impact on our consolidated financial statements.

In June 2011, the FASB updated FASB ASC 220, Comprehensive Income (FASB ASC 220) that gives an entity the option to present the total of comprehensive income, the components of net income, and the components of other comprehensive income either in a single continuous statement of comprehensive income or in two separate but consecutive statements. In both choices, an entity is required to present each component of net income along with total net income, each component of other comprehensive income along with a total for other comprehensive income, and a total amount for comprehensive income. The update does not change the items that must be reported in other comprehensive income or when an item of other comprehensive income must be reclassified to net income. The update does not change the option for an entity to present components of other comprehensive income either net of related tax effects or before related tax effects, with one amount shown for the aggregate income tax expense or benefit related to the total of other comprehensive income items. The update does not affect how earnings per share is calculated or presented. The update should be applied retrospectively and is effective for fiscal years, and interim periods within those years, beginning after December 15, 2011. We are currently evaluating the requirements of this update and have not yet determined the impact on our consolidated financial statements.

## Note 15 – Litigation

We are not currently a party to any material litigation. However, in the ordinary course of our business, we are involved in legal actions, both as plaintiff and defendant, and could incur uninsured liability in any one or more of them. We also periodically receive notifications from various third parties related to alleged infringement of patents or intellectual property rights, commercial disputes or other matters. No assurances can be given with respect to the extent or outcome of any future litigation or dispute.

## Note 16 – Acquisitions

## AWR Corporation

On June 30, 2011, we acquired all of the outstanding shares of AWR Corporation (AWR), a privately held company that is a leading supplier of electronic design automation software for designing radio frequency and high-frequency components and systems for the semiconductor, aerospace and defense, communications and test equipment industries. The acquisition is expected to improve customer productivity through increased interoperability between upfront design and validation and production test functions. The purchase price of the acquisition was \$66 million consisting of \$54 million in cash and a three-year earn-out arrangement. We funded the purchase price from existing cash balances. The range of potential undiscounted payments that we could be required to make under the earn-out arrangement is between \$0 and \$29 million. The earn-out payments amount to a maximum of \$10 million per year for three years, and are payable if AWR achieves certain revenue and operating income targets. The fair value of the earn-out arrangement was estimated at \$12 million using the income approach, the key assumptions which included probability-weighted revenue and operating expense growth projections.

The allocation of the purchase price was determined using the preliminary fair value of assets and liabilities acquired as of June 30, 2011. The preliminary allocation of the purchase price was based upon a preliminary valuation which is subject to change within the measurement period up to one year from the acquisition date. The primary areas which are not finalized are the fair value of contingent consideration, deferred revenue, intangible assets and related deferred taxes. Our consolidated financial statements include the operating results from the date of acquisition. Pro-forma results of operations have not been presented because the effects of those operations were not material. The following table summarizes the allocation of the purchase price of AWR (in thousands):

	Amount
Net tangible assets acquired	\$10,718
Acquired core technology	25,978
Trade names	3,715
Customer relationships	1,992
Deferred tax liability	(10,351 )
Goodwill	34,343
Total	\$66,395

Goodwill is not deductible for tax purposes. Acquired core technology, trade names and customer relationships each have useful lives of 5 years from the date of acquisition.

## Phase Matrix Inc.

On May 20, 2011, we acquired all of the outstanding shares of Phase Matrix, Inc. (PMI), a privately held company that designs and manufactures radio frequency and microwave test and measurement instruments, subsystems and components. The acquisition is expected to speed our deployment of high-performance RF and wireless technologies to our production test and R&D customers. The purchase price of the acquisition was \$40.7 million consisting of \$38.9 million in cash and \$1.8 million in shares of our common stock. We funded the cash portion of the purchase

price from existing cash balances.

The allocation of the purchase price was determined using the fair value of assets and liabilities acquired as of May 20, 2011. Our consolidated financial statements include the operating results from the date of acquisition. Pro-forma results of operations have not been presented because the effects of those operations were not material. The following table summarizes the allocation of the purchase price of Phase Matrix, Inc. (in thousands):

	Amount
Net tangible assets acquired	\$5,624
Acquired core technology	4,282
I n - p r o c e s s r e s e a r c h a n d development	1,407
Non-competition agreements	333
Royalty agreements	271
Trademarks	361
Customer relationships	862
Backlog	815
Goodwill	26,725
Total	\$40,680

Goodwill is deductible for tax purposes. Acquired core technology, in process R&D, non-competition agreements, royalty agreements, trademarks, customer relationships and backlog have useful lives of 5 years, 5 years, 3 years, 8 years, 4 years, 5 years and 9 months, respectively, from the date of acquisition. These assets are also deductible for tax purposes.

#### Other acquisitions

On December 31, 2010, we acquired all of the outstanding shares of a privately-held company for \$2.3 million in net cash with an additional \$500,000 in net cash to be paid out over the next three years. The purchase price for this acquisition included net working capital of \$187,000, amortizable intangible assets of \$1.5 million, and goodwill of \$1.1 million. Our consolidated financial statements include the operating results of the acquired company from the date of acquisition.

On February 1, 2010, we acquired all of the outstanding shares of a privately-held company for \$2.2 million in net cash, \$3.0 million in shares of our common stock with the remainder to be paid in cash over the next four years. The purchase price allocation for this acquisition included net working capital of \$1.1 million, amortizable intangible assets of \$5.0 million, and goodwill of \$5.0 million. Our consolidated financial statements include the operating results of the acquired company from the date of acquisition.

For these acquisitions, goodwill is not deductible for tax purposes. Existing technology, non-competition agreements, trademarks, and customer relationships have useful lives of 5 years, 3 years, 3 years, and 5 years, respectively, from the date of acquisition. These assets are not deductible for tax purposes.

Pro forma results of operations have not been presented because the effect of these acquisitions is not material either individually or in the aggregate to our consolidated results of operations.

#### Note 17 – Subsequent events

We have evaluated subsequent events through the date the financial statements were issued.

On July 22, 2011, our Board of Directors declared a quarterly cash dividend of \$0.10 per common share, payable August 29, 2011, to shareholders of record on August 8, 2011.

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Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

This Quarterly Report on Form 10-Q contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. Any statements contained herein regarding our future financial performance or operations (including, without limitation, statements to the effect that we "believe," "expect," "plan," "may," "will," "project," "continue," or "estimate" or other variations thereof or comparable terminology or the negative thereof) should be considered forward-looking statements. Actual results could differ materially from those projected in the forward-looking statements as a result of a number of important factors, including those set forth under the heading "Risk Factors" beginning on page 38, and the discussion below. Readers are also encouraged to refer to the documents regularly filed by us with the Securities and Exchange Commission, including our Annual Report on Form 10-K for further discussion of our business and the risks attendant thereto.

Overview

National Instruments Corporation ("we", "us" or "our") is a leading supplier of measurement and automation products that engineers and scientists use in a wide range of industries. These industries comprise a large and diverse market for design, control and test applications. We provide flexible application software and modular, multifunctional hardware that users combine with industry-standard computers, networks and third party devices to create measurement, automation and embedded systems, which we also refer to as "virtual instruments". Our approach gives customers the ability to quickly and cost-effectively design, prototype and deploy unique custom-defined solutions for their design, control and test application needs. We sell to a large number of customers in a wide variety of industries. We have been profitable in every year since 1990.

The key strategies that we focus on in running our business are the following:

Expanding our broad customer base

We strive to increase our already broad customer base by serving a large market on many computer platforms, through a global marketing and distribution network. We also seek to acquire new technologies and expertise from time to time in order to open new opportunities for our existing product portfolio.

Maintaining a high level of customer satisfaction

To maintain a high level of customer satisfaction we strive to offer innovative, modular and integrated products through a global sales and support network. We strive to maintain a high degree of backwards compatibility across different platforms in order to preserve the customer's investment in our products. In this time of intense global competition, we believe it is crucial that we continue to offer products with quality and reliability, and that our products provide cost-effective solutions for our customers.

Leveraging external and internal technology

Our product strategy is to provide superior products by leveraging generally available technology, supporting open architectures on multiple platforms and by leveraging our core technologies such as custom application specific integrated circuits ("ASICs") across multiple products.

We sell into test and measurement ("T&M") and industrial/embedded applications in a broad range of industries and as such are subject to the economic and industry forces which drive those markets. It has been our experience that the performance of these industries and our performance is impacted by general trends in industrial production for the

global economy and by the specific performance of certain vertical markets that are intensive consumers of measurement technologies. Examples of these markets are semiconductor capital equipment, telecom, defense, aerospace, automotive and others

In assessing our business, we consider the trends in the Global Purchasing Managers Index (“PMI”) published by JP Morgan, global industrial production as well as industry reports on the specific vertical industries that we target. Over the last 24 months, the PMI has reflected an expanding industrial economy by rising from a value of 50 in July 2009, to a high of 58 in February 2011, and having an average value of 55 over that time period. At June 30, 2011, the PMI was at 52 a decline from the reading of 56 at March 31, 2011. Historically, our business cycles have followed the expansion and contraction cycles in the PMI. During the six month period ended June 30, 2011, the PMI had an average value of 55. A value above 50 is indicative of expansion in the global industrial economy. We are unable to predict whether the current expansion cycle, as measured by the PMI, will be sustained throughout 2011. If this expansion is not sustained, even at moderate levels, it could have an adverse effect on the spending patterns of businesses including our current and potential customers which could adversely affect our revenues and therefore harm our business and result of operations.

We distribute our software and hardware products primarily through a direct sales organization. We also use independent distributors, OEMs, VARs, system integrators and consultants to market our products. We have sales offices in the U.S. and sales offices and distributors in key international markets. Sales outside of the Americas accounted for 59% and 57% of our revenues during the three month periods ended June 30, 2011 and 2010, respectively and 59% and 58% of our revenues during the six month periods ended June 30, 2011 and 2010, respectively. The vast majority of our foreign sales are denominated in the customers’ local currency, which exposes us to the effects of changes in foreign currency exchange rates. We expect that a significant portion of our total revenues will continue to be derived from international sales. (See Note 12 - Segment information of Notes to Consolidated Financial Statements for details concerning the geographic breakdown of our net sales, operating income, interest income and long-lived assets).

We manufacture a substantial majority of our products at our facilities in Debrecen, Hungary. Additional production primarily of low volume or newly introduced products is done in Austin, Texas. Our product manufacturing operations can be divided into four areas: electronic circuit card and module assembly; chassis and cable assembly; technical manuals and product support documentation; and software duplication. We manufacture most of the electronic circuit card assemblies and modules in-house, although subcontractors are used from time to time. We currently use a subcontractor in Asia to manufacture a significant portion of our chassis but we are steadily moving an increasing percentage of this production in-house. We manufacture some of our electronic cable assemblies in-house, but many assemblies are produced by subcontractors. We primarily subcontract our software duplication, our technical manuals and product support documentation.

We believe that our long-term growth and success depend on delivering high quality software and hardware products on a timely basis. Accordingly, we focus significant efforts on research and development. We focus our research and development efforts on enhancing existing products and developing new products that incorporate appropriate features and functionality to be competitive with respect to technology, price and performance. Our success also is dependent on our ability to obtain and maintain patents and other proprietary rights related to technologies used in our products. We have engaged in litigation and where necessary, will likely engage in future litigation to protect our intellectual property rights. In monitoring and policing our intellectual property rights, we have been and may be required to spend significant resources.

Our operating results fluctuate from period to period due to changes in global economic conditions and a number of other factors. As a result, we believe our historical results of operations should not be relied upon as indications of future performance. There can be no assurance that our net sales will grow or that we will remain profitable in future periods.



## Current business outlook

Many of the industries we serve have historically been cyclical and have experienced periodic downturns. Our customers across all industries and geographic regions demonstrated increased order patterns throughout 2010 and during the six month period ended June 30, 2011. These positive order trends are consistent with the expansion we have seen in the global industrial economy as measured by the global PMI which has ranged from 57 in January 2011 to 52 in June 2011. We have seen these positive trends across all geographic regions and across all the vertical markets that we serve although the strength of the trend varies by region and by market. We are unable to predict whether the current expansion cycle, as measured by the PMI, will be sustained throughout 2011. If this expansion cannot be sustained, it could have an adverse effect on the spending patterns of businesses including our current and potential customers which could adversely affect our revenues and therefore harm our business and result of operations. Our key strategies are to maintain a stable gross margin and to optimize our operating cost structure while maintaining strong employee productivity.

## Results of Operations

The following table sets forth, for the periods indicated, the percentage of net sales represented by certain items reflected in our Consolidated Statements of Income:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2011	2010	2011	2010
	(unaudited)			
Net sales:				
Americas	40.9 %	42.5 %	40.9 %	42.0 %
Europe	30.2	28.3	30.0	29.3
Asia Pacific	28.9	29.2	29.1	28.7
Consolidated net sales	100.0	100.0	100.0	100.0
Cost of sales	22.1	23.0	22.1	22.8
Gross profit	77.9	77.0	77.9	77.2
Operating expenses:				
Sales and marketing	38.0	37.4	37.3	38.2
Research and development	18.5	17.2	18.3	18.6
General and administrative	8.4	8.0	8.2	8.0
Total operating expenses	64.9	62.6	63.8	64.8
Operating income	13.0	14.4	14.1	12.4
Other income (expense):				
Interest income	0.1	0.2	0.1	0.2
Net foreign exchange gain (loss)	(0.2 )	(1.0 )	(0.1 )	(0.7 )
Other income (expense), net	(0.2 )	0.2	-	0.2
Income before income taxes	12.7	13.8	14.1	12.1
Provision for income taxes	2.2	2.2	2.5	1.4
Net income	10.5 %	11.6 %	11.6 %	10.7 %

## Results of Operations for the Three and Six Month Periods Ended June 30, 2011 and 2010

In the three month period ended June 30, 2011, we experienced continued strong revenue growth and an all time revenue record for a quarter. We were also pleased by our ability to deliver a record operating profit for a second quarter, while significantly increasing our investment in research and development and field sales.

Net Sales. Our consolidated net sales were \$253 million and \$212 million for the three month periods ended June 30, 2011 and 2010, respectively, an increase of 20%. For the same periods, product sales were \$233 million and \$195 million, respectively, an increase of 20% and software maintenance sales were \$20 million and \$17 million, respectively, an increase of 19%. Products in the areas of virtual instrumentation and graphical system design, which comprised approximately 94% of our revenue in the three month period ended June 30, 2011, saw a year-over-year revenue increase of 21%. Instrument control products, which comprised approximately 6% of our revenues in the three month period ended June 30, 2011, saw a year-over-year revenue increase of 6%. In the three month period ended June 30, 2010, products in the areas of virtual instrumentation and graphical system design comprised approximately 93% of our revenue while instrument control products comprised approximately 7% of our revenues.

For the six month periods ended June 30, 2011 and 2010, our consolidated net sales were \$491 million and \$403 million, respectively, an increase of 22%. For the same periods, product sales were \$452 million and \$370 million, respectively, an increase of 22% and software maintenance sales were \$39 million and \$33 million, respectively, an increase of 21%. Products in the areas of virtual instrumentation and graphical system design, which comprised approximately 93% of our revenue in the six month period ended June 30, 2011, saw a year-over-year revenue increase of 23%. Instrument control products, which comprised approximately 7% of our revenues in the six month period ended June 30, 2011, saw a year-over-year revenue increase of 12%. In the six month period ended June 30, 2010, products in the areas of virtual instrumentation and graphical system design comprised approximately 93% of our revenue while instrument control products comprised approximately 7% of our revenues.

Revenues from our instrument control products are the most sensitive to the cycles of the global industrial economy. Our overall revenue increases in the three and six month periods ended June 30, 2011 compared to the same periods in 2010, are attributed to increases in sales volume across all geographic regions of our business. We did not take any significant action with regard to pricing during the three and six month periods ended June 30, 2011 and 2010.

Large orders, defined as orders with a value greater than \$20,000, grew by 39%, year over year, during the three month period ended June 30, 2011 and grew by 34%, year over year, during the six month period ended June 30, 2011. During the three and six month periods ended June 30, 2011, these orders were 46% and 44%, respectively, of our total sales. During the three and six month periods ended June 30, 2010, these orders were 40% and 39%, respectively, of our total sales. Larger orders may be more sensitive to changes in the global industrial economy, may be subject to greater discount variability and may contract at a faster pace during an economic downturn.

For the three month periods ended June 30, 2011 and 2010, net sales in the Americas were \$104 million and \$90 million, respectively, an increase of 15%. For these same periods, sales in the Americas, as a percentage of consolidated sales were 41% and 43%, respectively. In Europe, net sales were \$76 million and \$60 million in 2011 and 2010, respectively, an increase of 28%. For these same periods, sales in Europe, as a percentage of consolidated sales were 30% and 28%, respectively. In Asia, net sales were \$73 million and \$62 million, respectively, an increase of 18%. For these same periods, sales in Asia, as a percentage of consolidated sales were 29% and 29%, respectively.

For the six month periods ended June 30, 2011 and 2010, net sales in the Americas were \$201 million and \$169 million, respectively, an increase of 19%. For these same periods, sales in the Americas, as a percentage of consolidated sales were 41% and 42%, respectively. In Europe, net sales were \$147 million and \$118 million in 2011 and 2010, respectively, an increase of 25%. For these same periods, sales in Europe, as a percentage of consolidated sales were 30% and 29%, respectively. In Asia, net sales were \$143 million and \$116 million, respectively, an increase of 23%. For these same periods, sales in Asia, as a percentage of consolidated sales were 29% and 29%, respectively.

We expect sales outside of the Americas to continue to represent a significant portion of our revenue. We intend to continue to expand our international operations by increasing our presence in existing markets, adding a presence in some new geographical markets and continuing the use of distributors to sell our products in some countries. We anticipate that sales growth in Asia may continue to be strong relative to the Americas and Europe and continue to

grow as a percentage of our total net sales.

Almost all of the sales made by our direct sales offices in the Americas, outside of the U.S., in Europe and in Asia Pacific are denominated in local currencies, and accordingly, the U.S. dollar equivalent of these sales is affected by changes in foreign currency exchange rates. For the three month period ended June 30, 2011, in local currency terms, our consolidated net sales increased by \$33 million or 16%, Americas sales increased by \$13 million or 14%, European sales increased by \$13 million or 23%, and sales in Asia Pacific increased by \$7 million or 12%, compared to the three month period ended June 30, 2010. During this same period, the change in exchange rates had the effect of increasing our consolidated sales by \$10 million or 5%, increasing Americas sales by \$856,000 or 1%, increasing European sales by \$4.1 million or 7%, and increasing sales in Asia Pacific by \$4.5 million or 7%.

For the six month period ended June 30, 2011, in local currency terms, our consolidated net sales increased by \$82 million or 20%, Americas sales increased by \$31 million or 18%, European sales increased by \$28 million or 24%, and sales in Asia Pacific increased by \$23 million or 20%, compared to the six month period ended June 30, 2010. During this same period, the change in exchange rates had the effect of increasing our consolidated sales by \$8 million or 2%, increasing Americas sales by \$853,000 or 0.5%, increasing European sales by \$3.1 million or 3%, and increasing sales in Asia Pacific by \$4.5 million or 4%.

To help protect against a reduction in value caused by a fluctuation in foreign currency exchange rates of forecasted foreign currency cash flows resulting from international sales, we have a foreign currency cash flow hedging program. We hedge portions of our forecasted revenue denominated in foreign currencies with forward contracts. During the three month periods ended June 30, 2011 and 2010, these hedges had the effect of decreasing our consolidated sales by \$983,000 and increasing our consolidated sales by \$2.0 million, respectively. During the six month periods ended June 30, 2011 and 2010, these hedges had the effect of decreasing our consolidated sales by \$1.7 million and increasing our consolidated sales by \$3.0 million, respectively. (See Note 5 - Derivative instruments and hedging activities of Notes to Consolidated Financial Statements for further discussion regarding our cash flow hedging program and its related impacted on our consolidated sales for 2011 and 2010).

**Gross Profit.** For the three month periods ended June 30, 2011 and 2010, gross profit was \$197 million and \$163 million, respectively, an increase of 21%. For these same periods, as a percentage of sales, gross profit was 78% and 77%, respectively. For the six month periods ended June 30, 2011 and 2010, gross profit was \$383 million and \$311 million, respectively, an increase of 23%. For these same periods, as a percentage of sales, gross profit was 78% and 77%, respectively. Our gross margins as a percentage of sales continue to benefit from our cost reduction strategies that we began implementing in 2009. This along with robust sales growth has allowed us to achieve and maintain stability in our gross margin percentage.

For the three month periods ended June 30, 2011 and 2010, the change in exchange rates had the effect of increasing our cost of sales by \$1.4 million or 3% and increasing our cost of sales by \$670,000 or 3%, respectively. For the six month periods ended June 30, 2011 and 2010, the change in exchange rates had the effect of increasing our cost of sales by \$2.6 million or 3% and increasing our cost of sales by \$1.4 million or 3%, respectively. To help protect against changes in our cost of sales caused by a fluctuation in foreign currency exchange rates of forecasted foreign currency cash flows, we have a foreign currency cash flow hedging program. We hedge portions of our forecasted costs of sales denominated in foreign currencies with forward contracts. During the three month periods ended June 30, 2011 and 2010, these hedges had the effect of decreasing our cost of sales by \$376,000 and \$642,000, respectively. During the six month periods ended June 30, 2011 and 2010, these hedges had the effect of decreasing our cost of sales by \$750,000 and \$1.4 million, respectively. (See Note 5 - Derivative instruments and hedging activities of Notes to Consolidated Financial Statements for further discussion regarding our cash flow hedging program and its related impacted on our consolidated sales for 2011 and 2010).

**Operating Expenses.** For the three month periods ended June 30, 2011 and 2010, operating expenses were \$164 million and \$133 million, respectively, an increase of 24%. This increase in our operating expenses was due to higher

personnel related expenses of \$11 million which included commissions, variable compensation and benefits, higher expenses related to marketing and outside services of \$4.8 million, higher expenses for building and equipment of \$3.1 million, higher travel related expenses of \$2.9 million and higher equity based compensation of \$1.1 million. Over the same period, the net impact of changes in foreign currency exchange rates increased our operating expense by \$6 million. The increase in personnel expenses is related to a net increase in our average headcount of 562 employees.

For the six month periods ended June 30, 2011 and 2010, operating expenses were \$313 million and \$261 million respectively, an increase of 20%. This increase in our operating expenses was due to higher personnel related expenses of \$19 million which included commissions, variable compensation and benefits as well as the fact that temporary cost cutting measures enacted in 2009 were still in place in January of 2010, higher expenses related to marketing and outside services of \$10.5 million, higher expenses for building and equipment of \$5.9 million, higher travel related expenses of \$5.5 million and higher equity based compensation of \$864,000. Over the same period, the net impact of changes in foreign currency exchange rates increased our operating expense by \$8 million. The increase in personnel expenses is related to a net increase in our average headcount of 429 employees.

As a percentage of net sales, operating expenses in the three month periods ended June 30, 2011 and 2010, were 65% and 63%, respectively. The year over year increase in our operating expenses as a percentage of sales is attributed to the fact that we grew our overall operating expenses by 24% while our net sales grew by 20%. For the six month periods ended June 30, 2011 and 2010, operating expenses as a percentage of net sales were 64% and 65%, respectively. This year over year decrease in our operating expenses as a percentage of net sales is attributed to the fact that we grew our overall operating expenses by 20% while our net sales grew by 22%.

We believe that our long-term growth and success depends on developing high quality software and hardware products and delivering those products to our customers on a timely basis. To that end, we have made investments in research and development and our field sales force a priority in 2011. In the three month and six month periods ended June 30, 2011, we increased our research and development staff by 131 and 211, respectively, or 8% and 14%, respectively, and our field sales force by 30 and 62, respectively, or 5% and 11%, respectively. During the remainder of 2011, we expect to continue our investment in these areas although we expect the rate of growth to decrease in the third and fourth quarters relative to the first half of the year.

**Operating Income.** For the three month periods ended June 30, 2011 and 2010, operating income was \$33 million and \$30 million, respectively, an increase of 8%. As a percentage of net sales, operating income was 13% and 14% respectively, in these same periods. For the six month periods ended June 30, 2011 and 2010, operating income was \$69 million and \$50 million, respectively, an increase of 39%. As a percentage of net sales, operating income was 14% and 12% respectively, in these same periods.

**Interest Income.** For the three month periods ended June 30, 2011 and 2010, interest income was \$344,000 and \$371,000, respectively, a decrease of 7%. For the six month periods ended June 30, 2011 and 2010, interest income was \$685,000 and \$671,000, respectively, an increase of 2%. We continued to see low yields for high quality investment alternatives that comply with our corporate investment policy. We do not expect yields in these types of investments to increase during the remainder of 2011.

**Net Foreign Exchange (Loss).** For the three month periods ended June 30, 2011 and 2010, net foreign exchange (loss) was \$ (486,000) and \$ (2.2) million, respectively. During the six month periods ended June 30, 2011 and 2010, net foreign exchange (loss) was \$(709,000) and \$(2.9) million, respectively. These results are attributable to movements in the foreign currency exchange rates between the U.S. dollar and foreign currencies in subsidiaries for which our functional currency is not the U.S. dollar. During the three and six month periods ended June 30, 2011, the U.S. dollar has generally declined against most of the major currencies in the markets in which we do business. Although this decline has been gradual, we cannot predict the direction or degree of future movements. In the past, we have noted that significant volatility in foreign currency exchange rates in the markets in which we do business has had a

significant impact on the revaluation of our foreign currency denominated firm commitments, on our ability to forecast our U.S. dollar equivalent revenues and expenses and on the effectiveness of our hedging programs. In the past, these dynamics have also adversely affected our revenue growth in international markets and may pose similar challenges in the future. We recognize the local currency as the functional currency in virtually all of our international subsidiaries.

We utilize foreign currency forward contracts to hedge our foreign denominated net foreign currency balance sheet positions to help protect against the change in value caused by a fluctuation in foreign currency exchange rates. We typically hedge up to 90% of our outstanding foreign denominated net receivable or payable positions and typically limit the duration of these foreign currency forward contracts to approximately 90 days. The gain or loss on these derivatives as well as the offsetting gain or loss on the hedged item attributable to the hedged risk is recognized in current earnings under the line item "Net foreign exchange gain (loss)". Our hedging strategy reduced our foreign exchange gains by \$1.1 million in the three month period ended June 30, 2011 and reduced our foreign exchange losses by \$937,000 in three month period ended June 30, 2010. Our hedging strategy reduced our foreign exchange gains by \$2.1 million in the six month period ended June 30, 2011 and reduced our foreign exchange gains by \$1.4 million in six month period ended June 30, 2010.

Provision for Income Taxes. For the three month periods ended June 30, 2011 and 2010, our provision for income taxes reflected an effective tax rate of 18% and 16%, respectively. For the six month periods ended June 30, 2011 and 2010, our provision for income taxes reflected an effective tax rate of 18% and 12%, respectively. The factors that caused our effective tax rate to change year-over-year are detailed in the table below:

	Three Months Ended June 30, 2011	Six Months Ended June 30, 2011
	(Unaudited)	
Effective tax rate for the three and six month periods ended June 30, 2010	16%	12%
Change in unrecognized tax benefits for uncertain tax positions	(1)%	2%
Decreased profits in foreign jurisdictions with reduced income tax rates as a percentage of net income	4%	4%
Decrease in enhanced deduction for certain research and development expenses as a percentage of net income	4%	4%
Increase in the partial release of a deferred tax asset valuation allowance	(3)%	(3)%
Change in research and development tax credit	(2)%	(2)%
Other	-	1%
Effective tax rate at June 30, 2011	18%	18%

(See Note 9 – Income taxes of Notes to Consolidated Financial Statements for further discussion regarding changes in our effective tax rate and a reconciliation of income taxes at the U.S. federal statutory income tax rate of 35% to our effective tax rate).

Charges related to stock based compensation, amortization of acquired intangibles and acquisition related transaction costs. For the three and six month periods ended June 30, 2011 and June 30, 2010, the gross charges related to stock-based compensation as a component of cost of sales, sales and marketing, research and development, and general and administrative expenses and the total charges, net of tax, were as follows (in thousands):

	Three Months Ended		Six Months Ended	
	June 30, (unaudited)		June 30, (unaudited)	
	2011	2010	2011	2010
Stock-based compensation				
Cost of sales	\$398	\$320	\$715	\$682
Sales and marketing	2,457	1,996	4,379	4,100
Research and development	2,070	1,593	3,756	3,358
General and administrative	781	634	1,446	1,319
Provision for income taxes	(2,120 )	(1,582 )	(3,960 )	(3,127 )
Total	\$3,586	\$2,961	\$6,336	\$6,332

For the three and six month periods ended June 30, 2011 and June 30, 2010, the gross charges related to the amortization of acquisition related intangibles as a component of cost of sales and sales and marketing expenses and the total charges, net of tax, were as follows (in thousands):

	Three Months Ended		Six Months Ended	
	June 30, (unaudited)		June 30, (unaudited)	
	2011	2010	2011	2010
Amortization of acquired intangibles				
Cost of sales	\$1,005	\$922	\$2,009	\$1,644
Sales and marketing	100	100	177	222
Provision for income taxes	(359 )	(327 )	(709 )	(580 )
Total	\$746	\$695	\$1,477	\$1,286

For the three and six month periods ended June 30, 2011 and June 30, 2010, the gross charges related to acquisition related transaction costs as a component of sales and marketing and general and administrative expenses and the total charges, net of tax, were as follows (in thousands):

	Three Months Ended		Six Months Ended	
	June 30, (unaudited)		June 30, (unaudited)	
	2011	2010	2011	2010
Acquisition related transaction costs				
Sales and marketing	\$982	\$-	\$982	\$-
General and administrative	427	-	427	-
Provision for income taxes	(51 )	-	(51 )	-
Total	\$1,358	\$-	\$1,358	\$-

#### Liquidity and Capital Resources

Working Capital, Cash and Cash Equivalents and Short-term Investments. The following table presents our working capital, cash and cash equivalents and marketable securities (in thousands):

	June 30, 2011 (unaudited)	December 31, 2010	Increase/ (Decrease)
Working capital	\$475,728	\$484,406	\$(8,678 )
	207,367	219,447	(12,080 )

Cash and cash equivalents

(1)

Short-term investments

(1)	112,341	131,215	(18,874 )
Total cash, cash equivalents and short-term investments	\$319,708	\$350,662	\$(30,954 )

(1) Included in working capital

During the six month period ended June 30, 2011, our working capital decreased by \$9 million. Factors contributing to this decrease in our working capital were a decrease in our cash, cash equivalents and short-term investments of \$31 million, offset by an increase in inventory of \$24 million, an increase in accounts receivable of \$22 million, and an overall increase in current liabilities of \$24 million. The increase in our working capital accounts, can be attributed to our overall business growth during the six month period ended June 30, 2011. The decrease in our cash, cash equivalents and short term investments is discussed in more detail below under the heading Cash Provided and (Used) in the Six Month Periods ended June 30, 2011 and 2010.

Our cash and cash equivalent balances are held in numerous financial institutions throughout the world, including substantial amounts held outside of the U.S., however, the majority of our cash and investments that are located outside of the U.S. are denominated in the U.S. dollar with the exception of \$35 million U.S. dollar equivalent that is denominated in Euro. At June 30, 2011, we had \$320 million in cash, cash equivalents and short-term investments. Approximately \$97 million or 30% of these amounts were held in domestic accounts with various financial institutions and \$223 million or 70% was held in accounts outside of the U.S. with various financial institutions. Of our short-term investments \$37 million or 33% is held in our investment accounts in the U.S. and \$75 million or 67% is held in investment accounts of our foreign subsidiaries. Most of the amounts held outside of the U.S. could be repatriated to the U.S., but under current law, would be subject to U.S. federal income taxes, less applicable foreign tax credits. We have provided for the U.S. federal tax liability on these amounts for financial statement purposes, except for foreign earnings that are considered indefinitely reinvested outside of the U.S. Repatriation could result in additional U.S. federal income tax payments in future years. We utilize a variety of tax planning and financing strategies with the objective of having our worldwide cash available in the locations in which it is needed.

Cash Provided and (Used) in the Six Month Periods ended June 30, 2011 and 2010. Cash and cash equivalents decreased to \$207 million at June 30, 2011 from \$219 million at December 31, 2010. The following table summarizes the proceeds and (uses) of cash (in thousands):

	Six Months Ended June 30, 2011          2010 (unaudited)	
Cash provided by operating activities	\$73,296	\$71,720
Cash (used by) investing activities	(87,940 )	(68,578 )
Cash provided (used) by financing activities	2,564	(19,189 )
Net (decrease) in cash equivalents	(12,080 )	(16,047 )
Cash and cash equivalents at beginning of year	219,447	201,465
Cash and cash equivalents at end of period	\$207,367	\$185,418

For the six month periods ended June 30, 2011 and 2010, cash provided by operating activities was \$73 million and \$72 million, respectively. Year over year, we saw an increase in net income of \$14 million offset by a decrease in cash provided by operating assets and liabilities of \$12 million.

Accounts receivable increased to \$149 million at June 30, 2011 compared to \$127 million at December 31, 2010. Days sales outstanding was 51 days at June 30, 2011, compared to 48 days at December 31, 2010. We typically bill

customers on an open account basis subject to our standard net thirty day payment terms. If, in the longer term, our revenue increases, it is likely that our accounts receivable balance will also increase. Our accounts receivable could also increase if customers delay their payments or if we grant extended payment terms to customers, both of which are more likely to occur during challenging economic times when our customers may face issues gaining access to sufficient funding or credit.

Consolidated inventory balances increased to \$142 million at June 30, 2011 from \$118 million at December 31, 2010. Inventory turns were 1.7 at June 30, 2011, compared to 2.0 at December 31, 2010. Inventory increased by \$24 million during the six month period ended June 30, 2011, as we took actions to support our potential growth in the second half of the year and to respond to the supply concerns raised by the recent tragedy in Japan. Our inventory levels will continue to be determined based upon our anticipated demand for products and our need to keep sufficient inventory on hand to meet our customers' demands. Such considerations are balanced against the risk of obsolescence or potentially excess inventory levels. Rapid changes in customer demand could have a significant impact on our inventory balances in future periods.

Investing activities used cash of \$88 million during the six months ended June 30, 2011, as the result of our acquisitions of AWR Corporation (AWR) and Phase Matrix Inc. (PMI) for \$45 million, net of cash received, and \$28 million, net of cash received, respectively, as well as the purchase of property and equipment of \$23 million, and capitalization of internally developed software of \$9 million, offset by the net sale of \$20 million of short-term investments. Investing activities used cash of \$69 million during the six months ended June 30, 2010, which was the result of the net purchase of \$44 million of short-term investments, the purchase of property and equipment of \$10 million, and capitalization of internally developed software of \$11 million. (See Note 16 – Acquisitions of Notes to Consolidated Financial Statements for further discussion regarding the acquisition of AWR and PMI).

Financing activities provided cash of \$2.6 million during the six months ended June 30, 2011, which was the result of \$24 million used to pay dividends to our stockholders offset by \$21 million received from the issuance of our common stock from the exercise of stock options and our employee stock purchase plan as well as a tax benefit of \$5 million. Financing activities used cash of \$19 million during the six months ended June 30, 2010, as the result of \$31 million used to repurchase our common stock and \$20 million used to pay dividends to our stockholders, offset by \$33 million received from the issuance of our common stock from the exercise of stock options and our employee stock purchase plan.

From time to time, our Board of Directors has authorized various programs to repurchase shares of our common stock depending on market conditions and other factors. Under such programs, we repurchased a total of 2,089,098, 2,165,161 and 6,165,063 shares of our common stock at weighted average prices of \$20.04, \$15.97 and \$16.81 per share, in the years ended December 31, 2010, 2009 and 2008, respectively. On April 21, 2010, our Board of Directors approved a new share repurchase program that increased the aggregate number of shares of common stock that we are authorized to repurchase from 1,011,147 to 4.5 million. At June 30, 2011, there were 3,932,245 shares remaining available for repurchase under this plan. This repurchase plan does not have an expiration date. We did not repurchase any shares of our common stock under this plan in the six month period ended June 30, 2011.

During the six months ended June 30, 2011, we received less proceeds from the exercise of stock options compared to the six months ended June 30, 2010. The timing and number of stock option exercises and the amount of cash proceeds we receive through those exercises are not within our control and in the future, we may not generate as much cash from the exercise of stock options as we have in the past. Moreover, since 2005, it has been our practice to issue restricted stock units and not stock options to eligible employees which will reduce the number of stock options available for exercise in the future. Unlike the exercise of stock options, the issuance of shares upon vesting of restricted stock units does not result in any cash proceeds to us.

**Contractual Cash Obligations.** Purchase obligations primarily represent purchase commitments for customized inventory and inventory components. At June 30, 2011, we had non-cancelable purchase commitments with various



suppliers of customized inventory and inventory components totaling approximately \$9.1 million. At December 31, 2010, we had non-cancelable purchase commitments with various suppliers of customized inventory and inventory components totaling approximately \$8 million.

At June 30, 2011, we had outstanding guarantees for payment of customs and foreign grants totaling approximately \$4.6 million. At December 31, 2010, we had outstanding guarantees for payment of customs, foreign grants and potential customer disputes totaling approximately \$5 million.

**Off-Balance Sheet Arrangements.** We do not have any debt or off-balance sheet debt. At June 30, 2011, we did not have any relationships with any unconsolidated entities or financial partnerships, such as entities often referred to as structured finance entities, which would have been established for the purpose of facilitating off-balance sheet arrangements. As such, we are not exposed to any financing, liquidity, market or credit risk that could arise if we were engaged in such relationships.

**Prospective Capital Needs.** We believe that our existing cash, cash equivalents and short-term investments, together with cash generated from operations as well as from the exercise of employee stock options and the purchase of common stock through our employee stock purchase plan, will be sufficient to cover our working capital needs, capital expenditures, investment requirements, commitments, payment of dividends to our stockholders and repurchases of our common stock for at least the next 12 months. We also believe these sources of cash will be sufficient to fund the construction of our manufacturing, logistics and research and development facility in Penang, Malaysia, which construction is scheduled to begin in the third quarter of 2011 and continue through the third quarter of 2012. However, we may choose or be required to raise additional funds by selling equity or debt securities to the public or to selected investors, or by borrowing money from financial institutions. Historically, we have not had to rely on debt, public or private, to fund our operating, financing or investing activities. We could also choose or be required to reduce certain expenditures, such as payments of dividends or repurchases of our common stock. In addition, even though we may not need additional funds, we may still elect to sell additional equity or debt securities or obtain credit facilities for other reasons. If we elect to raise additional funds, we may not be able to obtain such funds on a timely basis on acceptable terms, if at all. If we raise additional funds by issuing additional equity or convertible debt securities, the ownership percentages of our existing stockholders would be reduced. In addition, the equity or debt securities that we issue may have rights, preferences or privileges senior to those of our common stock.

Although we believe that we have sufficient capital to fund our activities for at least the next 12 months, our future capital requirements may vary materially from those now planned. We anticipate that the amount of capital we will need in the future will depend on many factors, including:

- acquisitions of other businesses, assets, products or technologies;
- the timing cost or outcome of any future intellectual property or commercial disputes;
- costs associated with the planned expansion of our manufacturing facilities in Malaysia;
  - required levels of research and development and other operating costs;
    - payment of our dividends;
    - capital improvements for new and existing facilities;
  - the overall levels of sales of our products and gross profit margins;
- our business, product, capital expenditure and research and development plans, and product and technology roadmaps;
  - the levels of inventory and accounts receivable that we maintain;
    - repurchases of our common stock;
    - our relationships with suppliers and customers;
- general economic and political conditions and specific conditions in the markets we address, including any volatility in the industrial economy in the various geographic regions in which we do business;
- the inability of certain of our customers who depend on credit to have access to their traditional sources of credit to finance the purchase of products from us, which may lead them to reduce their level of purchases or to seek credit

or other accommodations from us; and,

- the level of exercises of stock options and stock purchases under our employee stock purchase plan.

#### Recently Issued Accounting Pronouncements

See Note 14 - Recently Issued Accounting Pronouncements in Notes to Consolidated Financial Statements.

#### Item 3. Quantitative and Qualitative Disclosures About Market Risk

Response to this item is included in Item 2 - Management's Discussion and Analysis of Financial Conditions and Results of Operations above.

#### Financial Risk Management

Our international sales are subject to inherent risks, including fluctuations in local economies; fluctuations in foreign currencies relative to the U.S. dollar; difficulties in staffing and managing foreign operations; greater difficulty in accounts receivable collection; costs and risks of localizing products for foreign countries; unexpected changes in regulatory requirements, tariffs and other trade barriers; difficulties in the repatriation of earnings and burdens of complying with a wide variety of foreign laws.

The vast majority of our sales outside of North America are denominated in local currencies, and accordingly, the U.S. dollar equivalent of these sales is affected by changes in the foreign currency exchange rates. The change in exchange rates had the effect of increasing our consolidated sales by \$10 million or 5% in the three month period ended June 30, 2011, and increasing our consolidated sales by \$9 million or 6% in the three month period ended June 30, 2010. The change in exchange rates had the effect of increasing our consolidated sales by \$8 million or 2% in the six month period ended June 30, 2011, and increasing our consolidated sales by \$17 million or 5% in the six month period ended June 30, 2010. Since most of our international operating expenses are also incurred in local currencies, the change in exchange rates had the effect of increasing our consolidated operating expenses by \$6 million or 5% in the three month period ended June 30, 2011, and increasing our consolidated operating expenses by \$4.1 million or 8% in the three month period ended June 30, 2010. The change in exchange rates had the effect increasing our consolidated operating expenses by \$8 million or 3% in the six month period ended June 30, 2011, and increasing our consolidated operating expenses by \$9 million or 7% in the six month period ended June 30, 2010.

During the three and six month periods ended June 30, 2011, the U.S. dollar has generally declined against most of the major currencies in the markets in which we do business. Although this decline has been gradual, we cannot predict the direction or degree of future movements. In the past, we have noted that significant volatility in foreign currency exchange rates in the markets in which we do business has had a significant impact on the revaluation of our foreign currency denominated firm commitments, on our ability to forecast our U.S. dollar equivalent revenues and expenses and on the effectiveness of our hedging programs. In the past, these dynamics have also adversely affected our revenue growth in international markets and may pose similar challenges in the future. We recognize the local currency as the functional currency in virtually all of our international subsidiaries.

If the local currencies in which we sell our products strengthen against the U.S. dollar, we may need to lower our prices in the local currency to remain competitive in our international markets which could have a material adverse effect on our gross and net profit margins. If the local currencies in which we sell our products weaken against the U.S. dollar and if the local sales prices cannot be raised due to competitive pressures, we will experience a deterioration of our gross and net profit margins. To help protect against the change in the value caused by a fluctuation in foreign currency exchange rates of forecasted foreign currency cash flows resulting from international sales and expenses over the next one to two years, we have a foreign currency cash flow hedging program. We hedge portions of our forecasted revenue, cost of sales and operating expenses denominated in foreign currencies with foreign currency forward contracts. For forward contracts, when the dollar strengthens significantly against the foreign

currencies, the change in the present value of future foreign currency cash flows may be offset by the change in the fair value of the forward contracts designated as hedges. For purchased option contracts, when the dollar strengthens significantly against the foreign currencies, the change in the present value of future foreign currency cash flows may be offset by the change in the fair value of the option contracts designated as hedges, net of the premium paid. Our foreign currency purchased option contracts are purchased “at-the-money” or “out-of-the-money.” We purchase foreign currency forward and option contracts for up to 100% of our forecasted exposures in selected currencies (primarily in Euro, Japanese yen, British pound sterling and Hungarian forint) and limit the duration of these contracts to 40 months or less. As a result, our hedging activities only partially address our risks from foreign currency transactions, and there can be no assurance that this strategy will be successful. We do not invest in contracts for speculative purposes.

During the three month period ended June 30, 2011, our hedges had the effect of decreasing our consolidated sales by \$983,000, decreasing our cost of sales by \$376,000, and decreasing our operating expenses by \$277,000. During the six month period ended June 30, 2011, our hedges had the effect of decreasing our consolidated sales by \$1.7 million, decreasing our cost of sales by \$750,000, and decreasing our operating expenses by \$422,000. During the three month period ended June 30, 2010, our hedges had the effect of increasing our consolidated sales by \$2 million, decreasing our cost of sales by \$642,000, and decreasing our operating expenses by \$219,000. During the six month period ended June 30, 2010, our hedges had the effect of increasing our consolidated sales by \$3.0 million, decreasing our cost of sales by \$1.4 million, and decreasing our operating expenses by \$587,000. (See Note 5 - Derivative instruments and hedging activities of Notes to Consolidated Financial Statements for further discussion regarding our cash flow hedging program and its related impacted on our consolidated sales, cost of sales and operating expenses for the three month periods ended June 30, 2011 and 2010).

#### Inventory Management

The recent tragedies in Japan have, in a few cases, caused disruptions in our supply chain for a limited number of components we use in our manufacturing process. Some of these disruptions have been of a short term nature and others we expect to have a longer term impact. In response to these uncertainties and where possible, we have accelerated purchases of affected tier-one components and are looking for opportunities to accelerate purchases of affected tier-two components. Where we have determined the disruptions to be long term or permanent, we have started taking steps to re-qualify alternate components and to redesign products where necessary. These activities may lead to an increase in our overall inventory levels and an increased risk of inventory obsolescence. We cannot rule out that additional disruptions in our supply chain may occur in the future. While the tragic events in Japan are beyond the normal scope of disruption, we will continue to assess our global inventory and work to mitigate these risks in order to avoid further supply chain disruptions.

The marketplace for our products dictates that many of our products be shipped very quickly after an order is received. As a result, we are required to maintain significant inventories. Therefore, inventory obsolescence is a risk for us due to frequent engineering changes, shifting customer demand, the emergence of new industry standards and rapid technological advances including the introduction by us or our competitors of products embodying new technology. However our risk of obsolescence is mitigated as many of our products have interchangeable parts and many have long lives. While we adjust for excess and obsolete inventories and we monitor the valuation of our inventories, there can be no assurance that our valuation adjustments will be sufficient.

#### Market Risk

We are exposed to a variety of risks, including foreign currency fluctuations and changes in the market value of our investments. In the normal course of business, we employ established policies and procedures to manage our exposure to fluctuations in foreign currency values and changes in the market value of our investments.

#### Cash, Cash Equivalents and Short-Term Investments

At June 30, 2011, we had \$320 million in cash, cash equivalents and short-term investments. We maintain cash and cash equivalents and short-term investments with various financial institutions located in many countries throughout the world. Approximately \$97 million or 30% of these amounts were held in domestic accounts with various financial institutions and \$223 million or 70% was held in accounts outside of the U.S. with various financial institutions. At June 30, 2011, \$100 million or 48% of our cash and cash equivalents was held in cash in various operating accounts throughout the world, and \$108 million or 52% was held in money market accounts throughout the world. The most significant of our operating accounts was our domestic operating account which held approximately \$14 million or 7% of our total cash and cash equivalents at a bank that carried an A1 rating at June 30, 2011. Of our short-term investments, \$37 million or 33% is held in our investment accounts in the U.S. and \$74 million or 67% is held in investment accounts of our foreign subsidiaries.

We maintain an investment portfolio of various types of security holdings and maturities. Cash equivalents and short-term investments available-for-sale are valued using a market approach (Level 1) based on the quoted market prices of identical instruments when available or other observable inputs such as trading prices of identical instruments in active markets.

The goal of our investment policy is to manage our investment portfolio to preserve principal and liquidity while maximizing the return on our investment portfolio through the full investment of available funds. We place our cash investments in instruments that meet credit quality standards, as specified in our corporate investment policy guidelines. These guidelines also limit the amount of credit exposure to any one issue, issuer or type of instrument. Our cash equivalents and short-term investments carried ratings from the major credit rating agencies that were in accordance with our corporate investment policy. Our investment policy allows investments in the following; government and federal agency obligations, repurchase agreements (“Repos”), certificates of deposit and time deposits, corporate obligations, medium term notes and deposit notes, commercial paper including asset-backed commercial paper (“ABCP”), puttable bonds, general obligation and revenue bonds, money market funds, taxable commercial paper, corporate notes/bonds, municipal notes, municipal obligations, variable rate demand notes and tax exempt commercial paper. All such instruments must carry minimum ratings of A1/P1/F1, MIG1/VMIG1/SP1 and A2/A/A, as applicable, all of which are considered “investment grade”. Our investment policy for marketable securities requires that all securities mature in three years or less, with a weighted average maturity of no longer than 18 months with at least 10% maturing in 90 days or less.

We account for our investments in debt and equity instruments under FASB ASC 320 Investments – Debt and Equity Securities (FASB ASC 320). Our investments are classified as available-for-sale and accordingly are reported at fair value, with unrealized gains and losses reported as other comprehensive income, a component of shareholders’ equity. Unrealized losses are charged against income when a decline in fair value is determined to be other than temporary. Investments with maturities beyond one year are classified as short-term based on their highly liquid nature and because such marketable securities represent the investment of cash that is available for current operations. The fair value of our short-term investments at June 30, 2011 and December 31, 2010 was \$112 million and \$131 million, respectively.

We follow the guidance provided by FASB ASC 320 to assess whether our investments with unrealized loss positions are other than temporarily impaired. Realized gains and losses and declines in value judged to be other than temporary are determined based on the specific identification method and are reported in other income (expense), net, in our Consolidated Statements of Income. There were not any other than temporary impairments recognized in other expense during the three and six month periods ended June 30, 2011 and 2010.

#### Interest Rate Risk

Investments in both fixed rate and floating rate instruments carry a degree of interest rate risk. Fixed rate securities may have their market value adversely impacted due to an increase in interest rates, while floating rate securities may produce less income than expected if interest rates fall. Due to these factors, our future investment income may fall

short of expectations due to changes in interest rates or if the decline in the fair value of our publicly traded debt investments is judged to be other-than-temporary. We may suffer losses in principal if we are forced to sell securities that have declined in market value due to changes in interest rates. However, because any debt securities we hold are classified as available-for-sale, no gains or losses are realized in our income statement due to changes in interest rates unless such securities are sold prior to maturity or unless declines in value are determined to be other-than-temporary. These securities are reported at fair value with the related unrealized gains and losses included in accumulated other comprehensive income (loss), a component of shareholders' equity, net of tax.

In a declining interest rate environment, as short-term investments mature, reinvestment occurs at less favorable market rates. Given the short-term nature of certain investments, the current interest rate environment of low rates may negatively impact our investment income.

In order to assess the interest rate risk associated with our investment portfolio, we performed a sensitivity analysis to determine the impact a change in interest rates would have on the value of our investment portfolio assuming a 100 basis point parallel shift in the yield curve. Based on our investment positions as of June 30, 2011, a 100 basis point increase or decrease in interest rates across all maturities would result in a \$882,000 increase or decrease in the fair market value of our portfolio. As of December 31, 2010, a similar 100 basis point increase or decrease in interest rates across all maturities would result in a \$1.0 million increase or decrease in the fair market value of our portfolio. Such losses would only be realized if we sold the investments prior to maturity or if there is an other than temporary impairment.

Actual future gains and losses associated with our investments may differ from the sensitivity analyses performed as of June 30, 2011, due to the inherent limitations associated with predicting the changes in the timing and level of interest rates and our actual exposures and positions.

We noted continued stabilization in the financial markets in 2011 and throughout 2010. As such, we have extended the maturity date of our holdings to include debt securities with maturities of up to 24 months to take advantage of the higher yields associated with longer maturities. However, yields, even at longer maturities, remain at or near historic lows. We weigh the benefit of the higher yields associated with longer maturities against the interest rate risk and credit rating risk, also associated with these longer maturities when making these decisions. We cannot predict when or if interest rates and investment yields will rise. If yields continue to stay at these low levels, our investment income will continue to be negatively impacted.

#### Exchange Rate Risk

Our objective in managing our exposure to foreign currency exchange rate fluctuations is to reduce the impact of adverse fluctuations in such exchange rates on our earnings and cash flow. Accordingly, we utilize purchased foreign currency option and forward contracts to hedge our exposure on anticipated transactions and firm commitments. The principal currencies hedged are the Euro, British pound, Japanese yen and Hungarian forint. We monitor our foreign exchange exposures regularly to help ensure the overall effectiveness of our foreign currency hedge positions. There can be no assurance that our foreign currency hedging activities will substantially offset the impact of fluctuations in currency exchanges rates on our results of operations and financial position. Based on the foreign exchange instruments outstanding at June 30, 2011 and December 31, 2010, an adverse change (defined as 20% in the Asian currencies and 10% in all other currencies) in exchange rates would result in a decline in the aggregate settlement value of all of our instruments outstanding of approximately \$15 million and \$10 million, respectively. However, as we utilize foreign currency instruments for hedging anticipated and firmly committed transactions, we believe that a loss in settlement value for those instruments will be substantially offset by increases in the value of the underlying exposure. (See Note 4 - Derivative instruments and hedging activities of Notes to Consolidated Financial Statements for a further description of our derivative instruments and hedging activities).

#### Item 4. Controls and Procedures

As of the end of the period covered by this Quarterly Report on Form 10-Q, our Chief Executive Officer, Dr. James Truchard, and our EVP, Chief Operating Officer and Chief Financial Officer, Alex Davern, based on their evaluation of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) of the Securities Exchange Act of 1934, as amended), required by paragraph (b) of Rule 13a – 15 or Rule 15d – 15, have concluded that our disclosure controls and procedures were effective at the reasonable assurance level, to ensure the timely collection, evaluation and disclosure of information relating to us that would potentially be subject to disclosure under the Securities Exchange Act of 1934, as amended, and the rules and regulations promulgated there under, and that such information is recorded, processed, summarized and reported within the time periods specified in the SEC’s rules and forms. These disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by us in the reports we file or submit is accumulated and communicated to management, including our Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure. Our disclosure controls and procedures include components of our internal control over financial reporting. Our assessment of the effectiveness of our internal control over financial reporting is expressed at the level of reasonable assurance because a control system, no matter how well designed and operated, can provide only reasonable, but not absolute assurance that the control system’s objectives will be met. We continue to enhance our internal control over financial reporting in key functional areas with the goal of monitoring our operations at the level of documentation, segregation of duties, and systems security necessary, as well as transactional control procedures required under Auditing Standard No. 5 issued by the Public Company Accounting Oversight Board. We discuss and disclose these matters to the audit committee of our board of directors and to our auditors.

During the three month period ended June 30, 2011, there were no changes in our internal control over financial reporting identified in connection with the evaluation required by paragraph (d) of the Rule 13a – 15 or Rule 15d – 15 that have materially affected, or are likely to materially affect, our internal control over financial reporting.

## PART II - OTHER INFORMATION

### ITEM 1. LEGAL PROCEEDINGS

We are not currently a party to any material litigation. However, in the ordinary course of our business, we are involved in legal actions, both as plaintiff and defendant, and could incur uninsured liability in any one or more of them. We also periodically receive notifications from various third parties related to alleged infringement of patents or intellectual property rights, commercial disputes or other matters. No assurances can be given with respect to the extent or outcome of any future litigation or dispute.

### ITEM 1A. RISK FACTORS

Risks or Claims Associated With the Compliance With Our Pricing Provisions of Our GSA Contract Could Have a Material Adverse Impact on Our Results of Operations. From November 1999 to May 2011, we sold products to the U.S. government under a contract with the General Services Administration ("GSA"). During such time, our sales under the contract were approximately 2% of our total sales. Our contract with GSA contains a price reduction or "most favored customer" pricing provision. We have been in discussions with GSA regarding our compliance with this pricing provision and have provided GSA with information regarding our pricing practices. GSA recently conducted an on-site review of our GSA pricing practices and has orally informed us that GSA does not agree with our previous determination of the potential non-compliance amount. GSA has not informed us of its estimate of the non-compliance amount and GSA has not made any formal demand for pricing adjustments related to our GSA contract. However, GSA may make such a demand in the future, and there can be no assurance that the amount of any such demand, if we were required to pay it, would not have a material adverse impact on our results of operations. If GSA believes that our pricing practices did not comply with the contract, GSA could conduct a formal investigation of such matter or could refer such matter to the U.S. Department of Justice for investigation, including an investigation regarding potential violations of the False Claims Act, which could result in litigation and the possible imposition of a damage remedy that includes treble damages plus civil penalties, and could also result in us being suspended or debarred from future government contracting. Due to the complexities of conducting business with GSA, the relatively small amount of revenue we realized from our GSA contract, and our belief that we can continue to sell our products to U.S. government agencies through other contracting methods, we cancelled our contract with GSA in April 2011, effective May 2011. To date, we have not experienced any material adverse impact on our results of operations as a result of the cancellation of our GSA contract.

Our Acquisitions are Subject to a Number of Related Costs and Challenges that Could Have a Material Effect on Our Financial Position and Results of Operations. We recently completed the acquisitions of AWR Corporation (AWR) and Phase Matrix Inc. (PMI). We may in the future acquire additional complementary businesses, products or technologies. Achieving the anticipated benefits of an acquisition depends upon whether the integration of the acquired business, products or technology is accomplished efficiently and effectively. In addition, successful acquisitions generally require, among other things, integration of product offerings, manufacturing operations and coordination of sales and marketing and R&D efforts. These difficulties can become more challenging due to the need to coordinate geographically separated organizations, the complexities of the technologies being integrated, and the necessities of integrating personnel with disparate business backgrounds and combining different corporate cultures. The integration of operations following an acquisition also requires the dedication of management resources, which may distract attention from our day-to-day business and may disrupt key R&D, marketing or sales efforts. Our inability to successfully integrate AWR and PMI or any future acquisition could harm our business. The existing products previously sold by entities we have acquired may be of a lesser quality than our products and/or could contain errors that produce incorrect results on which users rely or cause failure or interruption of systems or

processes that could subject us to liability claims that could have a material adverse effect on our operating results or financial position. Furthermore, products acquired in connection with acquisitions may not gain acceptance in our markets, and we may not achieve the anticipated or desired benefits of such transactions.

Changes in the Amount of Revenue Derived from Large Orders Could Adversely Affect our Gross Margin and Could Lead to Greater Variability in our Quarterly Results. Our large order business, defined as orders with a value greater than \$20,000, continues to grow as a percent of our overall business. As a percent of our overall business, larger orders reached a new high during the three month period ended June, 30, 2011. Larger orders may be more sensitive to changes in the global industrial economy, may be subject to greater discount variability and may contract at a faster pace during an economic downturn. Historically, our gross margins have been stable from period to period. As the amount of our revenue derived from larger orders increases in future periods, both in absolute dollars and as a percent of our overall business, our gross margins could experience greater volatility and see a greater negative impact from future downturns in the global industrial economy. This dynamic may also have an adverse effect on the historical seasonal pattern of our revenues and our results of operations.

Uncertain Economic Conditions Could Materially Adversely Affect Our Business and Results of Operations. Our business is sensitive to fluctuations in general economic conditions, both in the U.S. and globally. Uncertainty associated with natural disasters, energy costs, budget and tax policies throughout the world's developed economies, employment levels, labor costs, healthcare costs, negative financial news, foreign currency markets, declining income or asset values and credit availability, could negatively impact the spending patterns of businesses including our current and potential customers which may have an adverse effect on our revenues and therefore harm our business and results of operations. Historically, our business cycles have generally followed the expansion and contraction cycles in the global industrial economy. During the six month period ended June 30, 2011 and during 2010, the global industrial economy expanded. We cannot predict whether the global industrial economy will continue to grow or maintain stability throughout 2011. If this expansion cycle is not sustained, even at moderate growth levels, it could have an adverse effect on the spending patterns of businesses including our current and potential customers which could adversely affect our revenues and therefore harm our business and result of operations.

Our Quarterly Results are Subject to Fluctuations Due to Various Factors. Our quarterly operating results have fluctuated in the past and may fluctuate significantly in the future due to a number of factors, including:

- changes in the amount of revenue derived from large orders;
- the timing, cost or outcome of any future intellectual property or commercial disputes;
  - changes in the mix of products sold;
  - fluctuations in foreign currency exchange rates;
- changes in the economy or credit markets in the U.S. or globally;
- the availability and pricing of components from third parties (especially limited sources);
- the difficulty in maintaining margins, including the higher margins traditionally achieved in international sales;
  - changes in pricing policies by us, our competitors or suppliers;
- delays in product shipments caused by human error or other factors; and,
  - disruptions in transportation channels.

Our Business is Dependent on Key Suppliers. Our manufacturing processes use large volumes of high-quality components and subassemblies supplied by outside sources. Several of these components are available through limited sources. Limited source components purchased include custom application specific integrated circuits ("ASICs"), chassis and other components. We have in the past experienced delays and quality problems in connection with limited source components, and there can be no assurance that these problems will not recur in the future. Accordingly, our failure to receive components from limited suppliers could result in a material adverse effect on our revenues and operating results. In the event that any of our limited suppliers experience significant financial or operational difficulties due to adverse global economic conditions or otherwise, our business and operating results would likely be adversely impacted until we are able to secure another source for the required materials.



Recent Tragedies in Japan Have Caused Disruptions in our Supply Chain and May Cause Further Disruptions in the Future. The recent tragedies in Japan have, in a few cases, caused disruptions in our supply chain for a limited number of components we use in our manufacturing process. Some of these disruptions have been of a short term nature and others we expect to have a longer term impact. These disruptions may have an adverse effect on our ability to meet customer demands and therefore could have an adverse effect on our revenues, our business and our results of operations. Where we have determined the disruptions to be long term or permanent, we have started taking steps to re-qualify alternate components and to redesign products where necessary. If we are not successful in re-qualifying alternate components or in redesigning our products, or if the process takes longer than we anticipate, our ability to meet customer demands may be negatively impacted and therefore could have an adverse effect on our revenues, our business and our results of operations. If we are successful in re-qualifying alternate components or in redesigning our products, the results may lead to higher component and manufacturing costs. Thus, our efforts to respond to these disruptions and to meet our customer demands may lead to lower gross margins in future periods and may have an adverse effect our business and our results of operations. We cannot rule out that additional disruptions in our supply chain may occur in the future.

We May Experience Component Shortages. As has occurred in the past and as may be expected to occur in the future, supply shortages of components used in our products, including limited source components, can result in significant additional costs and inefficiencies in manufacturing. If we are unsuccessful in resolving any such component shortages in a timely manner, we will experience a significant impact on the timing of revenue, a possible loss of revenue, and/or an increase in manufacturing costs, any of which would have a material adverse impact on our operating results.

A Substantial Majority of Our Manufacturing Capacity is Located in Hungary. Our Hungarian manufacturing and warehouse facility sources a substantial majority of our sales. In order to enable timely shipment of products to our customers we also maintain the vast majority of our inventory at our Hungary warehouse facility. In addition to being subject to the risks of maintaining such a concentration of manufacturing capacity and global inventory, this facility and its operation are also subject to risks associated with doing business internationally, including:

- difficulty in managing manufacturing operations in a foreign country;
  - challenges in expanding capacity to meet increased demand;
  - difficulty in achieving or maintaining product quality;
- interruption to transportation flows for delivery of components to us and finished goods to our customers;
  - a restrictive labor code;
  - increasing labor costs;
- the volatility of the Hungarian forint relative to the U.S. dollar;
  - changing and unstable political environment; and,
  - significant and frequent changes in the corporate tax law.

No assurance can be given that our efforts to mitigate these risks will be successful. We are currently operating our manufacturing facility in Hungary at a high level of capacity utilization and are selectively increasing our capacity to meet anticipated demand for our products. Any failure to effectively deal with the risks above could result in an interruption in the facility's operation or delays in expanding its capacity, either of which could have a material adverse effect on our operating results and limit our revenue growth opportunities.

Our long term manufacturing and warehousing capacity planning contemplates a third manufacturing and warehousing facility in Penang, Malaysia. We began warehousing and distribution operations out of Penang, Malaysia via a third party logistics provider on October 1, 2010. We plan to start construction of a manufacturing, logistics and research and development facility in Malaysia in the third quarter of 2011, and plan to begin manufacturing operations at our Penang location during the third quarter of 2012. We can give no assurance that we will be successful in deploying our new facility in Malaysia on schedule or that we will not exceed our cost estimates. Our failure to

successfully deploy our new facility in Malaysia or our failure to deploy this facility without exceeding our cost estimates could have a material adverse effect on our ability to meet customer demands, our ability to grow our business as well as our liquidity, capital resources and results of operations. If we succeed in deploying our Malaysian manufacturing facility on schedule and the demand for our products does not grow as expected, we will have excess manufacturing capacity which will cause an increase in overhead that will negatively impact our gross margins and results of operations.

We Have Established a Budget and Variations From Our Budget Will Affect Our Financial Results. We established an operating budget for 2011. Our budgets are established based on the estimated revenue from sales of our products which are based on economic conditions in the markets in which we do business as well as the timing and volume of our new products and the expected penetration of both new and existing products in the marketplace. If demand for our products in the remainder of 2011 is less than the demand we anticipated in setting our 2011 budget, our operating results could be negatively impacted. Our 2011 budget includes planned increases for research and development personnel and our field sales force. We anticipate the incremental cost of these additions will be partially offset by an expected reduction in our variable compensation in 2011. If we exceed the level of expenses established in our 2011 operating budget or if we cannot reduce budgeted expenditures in response to a decrease in revenue, our operating results could be adversely affected. Our spending could exceed our budgets due to a number of factors, including:

- the timing cost or outcome of any future intellectual property or commercial disputes;
- increased costs from hiring more product development engineers or other personnel;
  - increased costs from hiring more field sales personnel;
- increased manufacturing costs resulting from component supply shortages or component price fluctuations;
  - additional marketing costs for new product introductions or for conferences and tradeshows;
- increased component costs resulting from vendors increasing prices in response to increased economic activity; or
  - additional costs related to acquisitions, if any.

Our Income Tax Rate is Affected by our Tax Benefits in Hungary. The profit from our Hungarian operation benefits from the fact that it is subject to an effective income tax rate that is lower than the U.S. federal statutory tax rate of 35%. Our earnings in Hungary are subject to a statutory tax rate of 19%. The difference between this rate and the statutory U.S. rate of 35% resulted in income tax benefits of \$4.0 million and \$3.5 million for the three month periods ended June 30, 2011 and 2010, respectively, and \$7.4 million and \$5.8 million for the six month periods ended June 30, 2011 and 2010, respectively. In addition, effective January 1, 2010, certain qualified research and development expenses became eligible for an enhanced tax deduction. The enhanced tax deduction for research expenses resulted in income tax benefits of \$3.0 million and \$4.1 million for the three month periods ended June 30, 2011 and 2010, respectively, and \$6.8 million and \$6.9 million for the six month periods ended June 30, 2011 and 2010, respectively.

This tax benefit may not be available in future years due to changes in political conditions in Hungary or changes in tax laws in Hungary and in the U.S. The reduction or elimination of these benefits in Hungary or future changes in U.S. law pertaining to the taxation of foreign earnings could result in an increase in our future effective income tax rate which could have a material adverse effect on our operating results. No countries other than Hungary had a significant impact on our effective tax rate. We have not entered into any advanced pricing or other agreements with the Internal Revenue Service with regard to any foreign jurisdictions.

We are Subject to Risks Associated with Our Centralization of Inventory and Distribution. Currently, shipments to our customers worldwide are primarily sourced from our warehouse facility in Debrecen, Hungary. Shipments to some of our customers in Asia are currently made either out of local inventory managed by our branch operations in various Asian countries or from a centralized distribution point in Penang, Malaysia. We plan to continue to devote resources to centralizing our distribution to a limited number of shipping points. Our centralization of inventory and distribution from a limited number of shipping points is subject to inherent risks, including:

- burdens of complying with additional and/or more complex VAT and customs regulations; and,

- severe concentration of inventory increasing the risks associated with fire, natural disasters and logistics disruptions to customer order fulfillment.

Any difficulties with the centralization of our distribution or delays in the implementation of the systems or processes to support this centralized distribution could result in an interruption of our normal operations, including our ability to process orders and ship products to our customers. Any failure or delay in distribution from our facilities in Hungary and Penang could have a material adverse effect on our operating results.

**We Operate in Intensely Competitive Markets.** The markets in which we operate are characterized by intense competition from numerous competitors, some of which are divisions of large corporations having far greater resources than we have, and we may face further competition from new market entrants in the future. A key competitor is Agilent Technologies Inc. (“Agilent”). Agilent offers hardware and software products that provide solutions that directly compete with our virtual instrumentation products and Agilent has recently released its own line of PXI based hardware. Agilent is aggressively advertising and marketing products that are competitive with our products. Because of Agilent’s strong position in the instrumentation business, changes in its marketing strategy or product offerings could have a material adverse effect on our operating results.

We believe our ability to compete successfully depends on a number of factors both within and outside our control, including:

- new product introductions by competitors;
- the outcome of any future intellectual property or commercial disputes;
- the ability of competitors to more fully leverage low cost geographies;
  - product pricing;
  - the impact of foreign exchange rates on product pricing;
- adequate manufacturing capacity and supply of components and materials;
  - efficiency of manufacturing operations;
  - success in developing new products;
  - timing of our new product introductions;
- effectiveness of sales and marketing resources and strategies;
  - strategic relationships with other suppliers;
    - quality and performance;
- protection of our products by effective use of intellectual property laws;
  - the financial strength of our competitors;
- barriers to entry imposed by competitors with significant market power in new markets;
  - general market and economic conditions; and,
  - government actions throughout the world.

There can be no assurance that we will be able to compete successfully in the future.

**Concentrations of Credit Risk and Uncertain Conditions in the Global Financial Markets May Adversely Affect Our Financial Condition and Result of Operations.** By virtue of our holdings of cash, investment securities and foreign currency derivatives, we have exposure to many different counterparties, and routinely execute transactions with counterparties in the financial services industry, including commercial banks and investment banks. Many of these transactions expose us to credit risk in the event of a default of our counterparties. There can be no assurance that any losses or impairments to the carrying value of our financial assets as a result of defaults by our counterparties, would not materially and adversely affect our business, financial position and results of operations.

**We Rely on Management Information Systems and any Disruptions in Our Systems Would Adversely Affect Us.** We rely on a primary global center for our management information systems and on multiple systems in branches not covered by our global center. As with any information system, unforeseen issues may arise that could affect our

ability to receive adequate, accurate and timely financial information, which in turn could inhibit effective and timely decisions. Furthermore, it is possible that our global center for information systems or our branch operations could experience a complete or partial shutdown. If such a shutdown occurred, it would impact our product shipments and revenues, as order processing and product distribution are heavily dependent on our management information systems. Accordingly, our operating results in such periods would be adversely impacted. We are continually working to maintain reliable systems to control costs and improve our ability to deliver our products in our markets worldwide. No assurance can be given that our efforts will be successful.

During 2010 and in the first six months of 2011, we continued to devote resources to the development of our web offering. In addition, we devoted significant resources to the upgrade of our Americas business application suite to Oracle's version R12. There can be no assurance that we will not experience difficulties with our systems or web offerings. Difficulties with our systems or web offerings may interrupt our normal operations, including our ability to provide quotes, process orders, ship products, provide services and support to our customers, bill and track our customers, fulfill contractual obligations and otherwise run our business. Any disruption occurring with these systems or web offerings may have a material adverse effect on our operating results.

In the first half of 2011, we completed the upgrade to the underlying infrastructure of our web site, ni.com. During the remainder of 2011, we plan to devote significant resources to the upgrade of our business application suite used primarily by our European, Japanese, and global manufacturing operations to Oracle's version R12. This upgrade represents the most complex IT endeavor in our history and consequently carries significant risk. This project will entail a complete new implementation of the Oracle suite of applications as well as a migration of the data from the legacy system to the new one. In addition to this upgrade, we expect to continue to devote resources to the continued development of our worldwide network infrastructure, business applications and web offerings. These types of system wide changes have the potential to cause significant business disruptions. We have plans to mitigate these potential business disruptions but there can be no certainty that our plans will be effective should such a disruption occur. Any failure to successfully implement these initiatives could have a material adverse effect on our operating results.

**Recent Adoption of Complex Health Care Legislation and Related Regulations and Financial Reform Could Increase our Operating Costs.** The adoption of the Patient Protection and Affordable Care Act and the related reconciliation measure, the Health Care and Education Reconciliation Act of 2010, and the regulations resulting from such legislation could increase the costs of providing health care to our employees. Due to the complexity of the legislation and the uncertain timing and content of the related regulations, we are unable to predict the amount and timing of any such increased costs. In addition it is likely that we will incur additional administrative costs to comply with certain provisions of this legislation. Due to the fact that many of the rules and regulations have not yet been defined, we are unable to predict the amount of these costs or to what extent we may need to divert other resources to comply with various provisions of this legislation. Additionally, the Dodd-Frank Wall Street Reform and Consumer Protection Act could result in increased costs to us either as a result of our efforts to comply with the corporate governance provisions which may be applicable to us or due to the impact of such legislation on the derivative contracts or other financial instruments or financial markets that we utilize in the normal course of our business.

**Our Revenues are Subject to Seasonal Variations.** In previous years, our revenues have been characterized by seasonality, with revenues typically growing from the first quarter to the second quarter, being relatively constant from the second quarter to the third quarter, growing in the fourth quarter compared to the third quarter and declining in the first quarter of the following year from the fourth quarter of the preceding year. This historical trend has been affected and may continue to be affected in the future by broad fluctuations in the global industrial economy, the economic impact of larger orders as well as the timing of new product introductions or acquisitions, if any. We cannot predict whether the global industrial economy will continue to grow or maintain stability throughout 2011. Our total operating expenses have in the past tended to increase in each successive quarter and have fluctuated as a percentage of revenue based on the seasonality of our revenue. We are budgeting to increase our research and development personnel and our field sales force during the remainder of 2011. The timing and extent of these personnel additions could affect our historical patterns of operating costs as a percent of revenue and our historical patterns of

profitability.

**Our Product Revenues are Dependent on Certain Industries.** Sales of our products are dependent on customers in certain industries, particularly the telecommunications, semiconductor, consumer electronics, automotive, automated test equipment, defense and aerospace industries. As we have experienced in the past, and as we may continue to experience in the future, downturns characterized by diminished product demand in any one or more of these industries may result in decreased sales, and a material adverse effect on our operating results.

**Our Success Depends on New Product Introductions and Market Acceptance of Our Products.** The market for our products is characterized by rapid technological change, evolving industry standards, changes in customer needs and frequent new product introductions, and is therefore highly dependent upon timely product innovation. Our success is dependent on our ability to successfully develop and introduce new and enhanced products on a timely basis to replace declining revenues from older products, and on increasing penetration in domestic and international markets. As has occurred in the past and as may be expected to occur in the future, we have experienced significant delays between the announcement and the commercial availability of new products. Any significant delay in releasing new products could have a material adverse effect on the ultimate success of a product and other related products and could impede continued sales of predecessor products, any of which could have a material adverse effect on our operating results. There can be no assurance that we will be able to introduce new products in accordance with announced release dates, that our new products will achieve market acceptance or that any such acceptance will be sustained for any significant period. Failure of our new products to achieve or sustain market acceptance could have a material adverse effect on our operating results. Moreover, there can be no assurance that our international sales will continue at existing levels or grow in accordance with our efforts to increase foreign market penetration.

**We are Subject to Risks Associated with Our Web Site.** We devote resources to maintain our Web site as a key marketing, sales and support tool and expect to continue to do so in the future. However, there can be no assurance that we will be successful in our attempt to leverage the Web to increase sales. We host our Web site internally. Any failure to successfully maintain our Web site or any significant downtime or outages affecting our Web site could have a material adverse impact on our operating results.

**Our Products are Complex and May Contain Bugs or Errors.** As has occurred in the past and as may be expected to occur in the future, our new software products or new operating systems of third parties on which our products are based often contain bugs or errors that can result in reduced sales or cause our support costs to increase, either of which could have a material adverse impact on our operating results.

**We are Subject to Various Risks Associated with International Operations and Foreign Economies.** Our international sales are subject to inherent risks, including:

- fluctuations in local economies;
- fluctuations in foreign currencies relative to the U.S. dollar;
  - difficulties in staffing and managing foreign operations;
    - greater difficulty in accounts receivable collection;
- costs and risks of localizing products for foreign countries;
  - unexpected changes in regulatory requirements;
  - tariffs and other trade barriers;
  - difficulties in the repatriation of earnings; and,
- the burdens of complying with a wide variety of foreign laws.

In many foreign countries, particularly in those with developing economies, it is common to engage in business practices that are prohibited by U.S. regulations applicable to us such as the Foreign Corrupt Practices Act. Although we have policies and procedures designed to ensure compliance with these laws, there can be no assurance that all of our employees, contractors and agents, including those based in or from countries where practices which violate such

U.S. laws may be customary, will not take actions in violation of our policies. Any violation of foreign or U.S. laws by our employees, contractors or agents, even if such violation is prohibited by our policies, could have a material adverse effect on our business. We must also comply with various import and export regulations. The application of these various regulations depends on the classification of our products which can change over time as such regulations are modified or interpreted. As a result, even if we are currently in compliance with applicable regulations, there can be no assurance that we will not have to incur additional costs or take additional compliance actions in the future. Failure to comply with these regulations could result in fines or termination of import and export privileges, which could have a material adverse effect on our operating results. Additionally, the regulatory environment in some countries is very restrictive as their governments try to protect their local economy and value of their local currency against the U.S. dollar.

The vast majority of our sales outside of North America are denominated in local currencies, and accordingly, the U.S. dollar equivalent of these sales is affected by changes in the foreign currency exchange rates. The change in exchange rates had the effect of increasing our consolidated sales by \$10 million or 5% in the three month period ended June 30, 2011, and increasing our consolidated sales by \$9 million or 6% in the three month period ended June 30, 2010. The change in exchange rates had the effect of increasing our consolidated sales by \$8 million or 2% in the six month period ended June 30, 2011, and increasing our consolidated sales by \$17 million or 5% in the six month period ended June 30, 2010. Since most of our international operating expenses are also incurred in local currencies the change in exchange rates had the effect of increasing our consolidated operating expenses by \$6 million or 5% in the three month period ended June 30, 2011, and increasing our consolidated operating expenses by \$4.1 million or 8% in the three month period ended June 30, 2010. The change in exchange rates had the effect of increasing our consolidated operating expenses by \$8 million or 3% in the six month period ended June 30, 2011, and increasing our consolidated operating expenses by \$9 million or 7% in the six month period ended June 30, 2010.

During the three and six month periods ended June 30, 2011, the U.S. dollar generally declined against most of the major currencies in the markets in which we do business. Although this decline has been gradual, we cannot predict the direction or degree of future movements. In the past, we have noted that significant volatility in foreign currency exchange rates in the markets in which we do business has had a significant impact on the revaluation of our foreign currency denominated firm commitments, on our ability to forecast our U.S. dollar equivalent revenues and expenses and on the effectiveness of our hedging programs. In the past, these dynamics have also adversely affected our revenue growth in international markets and may pose similar challenges in the future. We recognize the local currency as the functional currency in virtually all of our international subsidiaries.

**Our Business Depends on Our Proprietary Rights and We Have Been Subject to Intellectual Property Litigation.** Our success depends on our ability to obtain and maintain patents and other proprietary rights relative to the technologies used in our principal products. Despite our efforts to protect our proprietary rights, unauthorized parties may have in the past infringed or violated certain of our intellectual property rights. We from time to time engage in litigation to protect our intellectual property rights. In monitoring and policing our intellectual property rights, we have been and may be required to spend significant resources. We from time to time may be notified that we are infringing certain patent or intellectual property rights of others. There can be no assurance that any existing intellectual property litigation or any intellectual property litigation initiated in the future, will not result in significant litigation expense, liability, injunction against the sale of some of our products, and a diversion of management's attention, any of which may have a material adverse effect on our operating results.

**Our Reported Financial Results May be Adversely Affected by Changes in Accounting Principles Generally Accepted in the United States.** We prepare our financial statements in conformity with accounting principles generally accepted in the U.S. These accounting principles are subject to interpretation by the Financial Accounting Standards Board and the Securities and Exchange Commission. A change in these policies or interpretations could have a significant effect on our reported financial results, and could affect the reporting of transactions completed before the announcement of a change.

Our Business Depends on the Continued Service of Key Management and Technical Personnel. Our success depends upon the continued contributions of our key management, sales, marketing, research and development and operational personnel, including Dr. Truchard, our Chairman and Chief Executive Officer, and other members of our senior management and key technical personnel. We have no agreements providing for the employment of any of our key employees for any fixed term and our key employees may voluntarily terminate their employment with us at any time. The loss of the services of one or more of our key employees in the future could have a material adverse effect on our operating results. We also believe our future success will depend upon our ability to attract and retain additional highly skilled management, technical, marketing, research and development, and operational personnel with experience in managing large and rapidly changing companies, as well as training, motivating and supervising employees. Our failure to attract or retain key technical or managerial talent could have an adverse effect on our operating results. We also recruit and employ foreign nationals to achieve our hiring goals primarily for engineering and software positions. There can be no guarantee that we will continue to be able to recruit foreign nationals at the current rate. There can be no assurance that we will be successful in retaining our existing key personnel or attracting and retaining additional key personnel. Failure to attract and retain a sufficient number of our key personnel could have a material adverse effect on our operating results.

Our Manufacturing Operations are Subject to a Variety of Environmental Regulations and Costs. We must comply with many different governmental regulations related to the use, storage, discharge and disposal of toxic, volatile or otherwise hazardous chemicals used in our manufacturing operations in the U.S. and in Hungary. Although we believe that our activities conform to presently applicable environmental regulations, our failure to comply with present or future regulations could result in the imposition of fines, suspension of production or a cessation of operations. Any such environmental regulations could require us to acquire costly equipment or to incur other significant expenses to comply with such regulations. Any failure by us to control the use of or adequately restrict the discharge of hazardous substances could subject us to future liabilities.

We Are Subject to the Risk of Product Liability Claims. Our products are designed to provide information upon which users may rely. Our products are also used in “real time” applications requiring extremely rapid and continuous processing and constant feedback. Such applications give rise to the risk that a failure or interruption of the system or application could result in economic damage or bodily harm. We attempt to assure the quality and accuracy of the processes contained in our products, and to limit our product liability exposure through contractual limitations on liability, limited warranties, express disclaimers and warnings as well as disclaimers contained in our “shrink wrap” license agreements with end-users. If our products contain errors that produce incorrect results on which users rely or cause failure or interruption of systems or processes, customer acceptance of our products could be adversely affected. Further, we could be subject to liability claims that could have a material adverse effect on our operating results or financial position. Although we maintain liability insurance for product liability matters, there can be no assurance that such insurance or the contractual limitations used by us to limit our liability will be sufficient to cover or limit any claims which may occur.

Provisions in Our Charter Documents and Delaware Law and Our Stockholder Rights Plan May Delay or Prevent an Acquisition of Us. Our certificate of incorporation and bylaws and Delaware law contain provisions that could make it more difficult for a third party to acquire us without the consent of our Board of Directors. These provisions include a classified Board of Directors, prohibition of stockholder action by written consent, prohibition of stockholders to call special meetings and the requirement that the holders of at least 80% of our shares approve any business combination not otherwise approved by two-thirds of the Board of Directors. Delaware law also imposes some restrictions on mergers and other business combinations between us and any holder of 15% or more of our outstanding common stock. In addition, our Board of Directors has the right to issue preferred stock without stockholder approval, which could be used to dilute the stock ownership of a potential hostile acquirer. Our Board of Directors adopted a stockholders rights plan on January 21, 2004, pursuant to which we declared a dividend of one right for each share of our common stock outstanding as of May 10, 2004. This rights plan replaced a similar rights plan that had been in effect since our initial public offering in 1995. Unless redeemed by us prior to the time the rights are exercised, upon the occurrence of certain events, the rights will entitle the holders to receive upon exercise thereof shares of our

preferred stock, or shares of an acquiring entity, having a value equal to twice the then-current exercise price of the right. The issuance of the rights could have the effect of delaying or preventing a change of control of us.

Compliance With Sections 302 and 404 of the Sarbanes-Oxley Act of 2002 is Costly and Challenging. As required by Section 302 of the Sarbanes-Oxley Act of 2002, this Form 10-Q contains our management's certification of adequate disclosure controls and procedures as of June 30, 2011. Our most recent annual report on Form 10-K also contains a report by our management on our internal control over financial reporting including an assessment of the effectiveness of our internal control over financial reporting as of December 31, 2010. Our most recent Form 10-K also contains an attestation and report by our external auditors with respect to the effectiveness of our internal control over financial reporting under Section 404. While these assessments and reports did not reveal any material weaknesses in our internal control over financial reporting, compliance with Sections 302 and 404 is required for each future fiscal year end. We expect that the ongoing compliance with Sections 302 and 404 will continue to be both very costly and very challenging and there can be no assurance that material weaknesses will not be identified in future periods. Any adverse results from such ongoing compliance efforts could result in a loss of investor confidence in our financial reports and have an adverse effect on our stock price.

## ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

The following table provides information as of June 30, 2011 with respect to the shares of our common stock that we repurchased during the second quarter of 2011.

Period	Total number of shares purchased	Average price paid per share	Total number of shares purchased as part of publicly announced plans or programs	Maximum number of shares that may yet be purchased under the plans or programs (1)
April 1, 2011 to April 30, 2011	-	\$-	-	3,932,245
May 1, 2011 to May 31, 2011	-	-	-	3,932,245
June 1, 2011 to June 30, 2011	-	-	-	3,932,245
Total	-	\$-	-	

(1) For the past several years, we have maintained various stock repurchase programs. At June 30, 2011, there were 3,932,245 shares available for repurchase under the plan approved on April 21, 2010. This repurchase plan does not have an expiration date.

## ITEM 5. OTHER INFORMATION

From time to time our directors, executive officers and other insiders may adopt stock trading plans pursuant to Rule 10b5-1(c) promulgated by the Securities and Exchange Commission under the Securities Exchange Act of 1934, as amended. Jeffrey L. Kodosky and James J. Truchard have made periodic sales of our stock pursuant to such plans.



ITEM 6.

EXHIBITS

- 3.1(1) Certificate of Incorporation, as amended, of the Company.
  - 3.2(2) Amended and Restated Bylaws of the Company.
  - 3.3(3) Certificate of Designation of Rights, Preferences and Privileges of Series A Participating Preferred Stock of the Company.
  - 4.1(4) Specimen of Common Stock certificate of the Company.
  - 4.2(5) Rights Agreement dated as of January 21, 2004, between the Company and EquiServe Trust Company, N.A.
  - 10.1(4) Form of Indemnification Agreement.
  - 10.2(6) 1994 Incentive Plan, as amended.\*
  - 10.3(7) 1994 Employee Stock Purchase Plan, as amended.\*
  - 10.5(8) National Instruments Corporation Annual Incentive Program, as amended.\*
  - 10.6(9) 2005 Incentive Plan.\*
  - 10.7(10) 2005 Form of Restricted Stock Unit Award Agreement (Non-Employee Director).\*
  - 10.8(10) 2005 Form of Restricted Stock Unit Award Agreement (Performance Vesting).\*
  - 10.9(10) 2005 Form of Restricted Stock Unit Award Agreement (Current Employee).\*
  - 10.10(10) 2005 Form of Restricted Stock Unit Award Agreement (Newly Hired Employee).\*
  - 10.11(11) 2010 Incentive Plan.\*
  - 10.12(12) 2010 Form of Restricted Stock Unit Award Agreement (Non-Employee Director).\*
  - 10.13(13) 2010 Form of Restricted Stock Unit Award Agreement (Performance Vesting).\*
  - 10.14(14) 2010 Form of Restricted Stock Unit Award Agreement (Current Employee).\*
  - 10.15(15) 2010 Form of Restricted Stock Unit Award Agreement (Newly Hired Employee).\*
  - 31.1 Certification of Chief Executive Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
  - 31.2 Certification of Chief Financial Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
  - 32.1 Certification of Chief Executive Officer and Chief Financial Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
  - 101.INS XBRL Instance Document \*\*
  - 101.SCH XBRL Taxonomy Extension Schema Document \*\*
  - 101.CAL XBRL Taxonomy Extension Calculation Linkbase Document \*\*
  - 101.DEF XBRL Taxonomy Extension Definition Linkbase Document \*\*
  - 101.LAB XBRL Taxonomy Extension Label Linkbase Document \*\*
  - 101.PRE XBRL Taxonomy Extension Presentation Linkbase Document \*\*
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- (1) Incorporated by reference to the same-numbered exhibit filed with the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2003.
  - (2) Incorporated by reference to the same-numbered exhibit filed with the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2007.
  - (3) Incorporated by reference to the same-numbered exhibit filed with the Company's Registration Statement on Form 8-A on April 27, 2004.
  - (4) Incorporated by reference to the Company's Registration Statement on Form S-1 (Reg. No. 33-88386) declared effective March 13, 1995.
  - (5) Incorporated by reference to exhibit 4.1 filed with the Company's Current Report on Form 8-K filed on January 28, 2004.
  - (6) Incorporated by reference to the same-numbered exhibit filed with the Company's Form 10-Q on August 5, 2004.
  - (7) Incorporated by reference to exhibit 10.1 filed with the Company's Current Report on Form 8-K filed on May 16, 2011.
  - (8)

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- Incorporated by reference to exhibit 99.1 filed with the Company's Current Report on Form 8-K filed on October 22, 2010.
- (9) Incorporated by reference to exhibit A of the Company's Proxy Statement dated and filed on April 4, 2005.
- (10) Incorporated by reference to the same-numbered exhibit filed with the Company's Form 10-Q on August 2, 2006.
- (11) Incorporated by reference to exhibit 10.1 filed with the Company's Current Report on Form 8-K filed on May 17, 2010.
- (12) Incorporated by reference to exhibit 10.2 filed with the Company's Current Report on Form 8-K filed on June 24, 2010.
- (13) Incorporated by reference to exhibit 10.3 filed with the Company's Current Report on Form 8-K filed on June 24, 2010.
- (14) Incorporated by reference to exhibit 10.4 filed with the Company's Current Report on Form 8-K filed on June 24, 2010.
- (15) Incorporated by reference to exhibit 10.5 filed with the Company's Current Report on Form 8-K filed on June 24, 2010.

\* Management Contract or Compensatory Plan or Arrangement

\*\* In accordance with Rule 406T of Regulation S-T, these interactive data files are deemed not filed or part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933 or Section 18 of the Securities Exchange Act of 1934 and otherwise are not subject to liability.

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SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

NATIONAL INSTRUMENTS CORPORATION

Dated: July 28, 2011

By: /s/ Alex M. Davern  
Alex M. Davern  
EVP, Chief Operating Officer,  
Chief Financial Officer and Treasurer  
(Principal Financial and Accounting  
Officer)