

TEXAS INSTRUMENTS INC
 Form 4
 January 29, 2008

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 ADAMS JAMES R

2. Issuer Name and Ticker or Trading Symbol
 TEXAS INSTRUMENTS INC
 [TXN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 01/25/2008

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

12500 TI BOULEVARD

(Street)

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

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

DALLAS, TX 75243

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (D) Price			
Common Stock	01/25/2008		A ⁽¹⁾	2,500 A \$ 0	315,411	D	
Common Stock					1,450 ⁽²⁾	I	By Partnership
Common Stock					271,550 ⁽³⁾	I	By Trust
Common Stock					3,018.23 ⁽⁴⁾	I	By Trust--401(k)
Common Stock					463.57 ⁽⁵⁾	I	By Trust--PS

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- (6) The option becomes exercisable in four equal annual installments beginning on January 25, 2009.

Estimated shares attributable to TI Universal Profit Sharing Account as of 12-31-07. (Interests in this account are denominated in units.

- (5) Consequently, share amount shown is an estimate.) This statement does not include changes in beneficial ownership of shares held in such account occurring after 12-31-07 that are eligible for deferred reporting on Form 5.

- (1) Award of restricted stock units granted under the Texas Instruments 2003 Director Compensation Plan.

Estimated shares attributable to TI 401(k) Account as of 12-31-07. (Interests in this account are denominated in units. Consequently,

- (4) share amount shown is an estimate.) This statement does not include changes in beneficial ownership of shares held in this account occurring after 12-31-07 that are eligible for deferred reporting on Form 5.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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