

TEXAS INSTRUMENTS INC  
 Form 4  
 February 01, 2008

**FORM 4**

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

OMB APPROVAL

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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**MARCH KEVIN P**

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)  
**12500 TI BOULEVARD**  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**01/31/2008**

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
**SR. VICE PRESIDENT & CFO**

**DALLAS, TX 75243**

(City) (State) (Zip)

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

**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 (A) or (D) Price			
Common Stock	01/31/2008		M	1,000 A \$ 13.25	152,966	D	
Common Stock	01/31/2008		S <sup>(1)</sup>	2,000 D \$ 30.43	150,966	D	
Common Stock	01/31/2008		S	1,000 D \$ 30.691	149,966	D	
Common Stock	01/31/2008		S <sup>(1)</sup>	2,000 D \$ 30.691	147,966	D	
Common Stock	01/31/2008		S <sup>(1)</sup>	2,000 D \$ 30.72	145,966	D	

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Common Stock	01/31/2008	S <sup>(1)</sup>	2,000	D	\$ 30.731	143,966	D	
Common Stock	01/31/2008	S <sup>(1)</sup>	2,000	D	\$ 30.821	141,966	D	
Common Stock	01/31/2008	S <sup>(1)</sup>	2,000	D	\$ 30.891	139,966	D	
Common Stock	01/31/2008	S <sup>(1)</sup>	2,000	D	\$ 30.941	137,966	D	
Common Stock	01/31/2008	S <sup>(1)</sup>	2,000	D	\$ 30.97	135,966	D	
Common Stock	01/31/2008	S <sup>(1)</sup>	2,000	D	\$ 30.98	133,966	D	
Common Stock	01/31/2008	S <sup>(1)</sup>	2,000	D	\$ 31.07	131,966	D	
Common Stock						1,770.31 <sup>(2)</sup>	I	By Trust-- PS
Common Stock						37.72 <sup>(3)</sup>	I	By Trust--401(k)

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
NQ Stock Option (right to buy)	\$ 13.25	01/31/2008		M	1,000	<sup>(4)</sup> 09/17/2008	Common Stock	1,000

