ADAMS JAMES R Form 4

January 15, 2010 FORM 4

OMB APPROVAL

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

January 31, Expires: 2005 Estimated average

Form 5 obligations **SECURITIES**

burden hours per response... 0.5

5. Relationship of Reporting Person(s) to

may continue. See Instruction

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

2. Issuer Name and Ticker or Trading

1(b).

Stock

(Print or Type Responses)

1. Name and Address of Reporting Person *

ADAMS JAMES R		Symbol TEXA [TXN]	TEXAS INSTRUMENTS INC		Issuer (Check all applicable)		
(Last) 12500 TI Be	(First) (OULEVARD		of Earliest Transaction Day/Year) 2010	X Director Officer (g below)	Officer (give title Other (specify		
	(Street)		endment, Date Original onth/Day/Year)	1 0			
DALLAS, T	ΓX 75243			Person	by More than One	Reporting	
(City)	(State)	(Zip) Tab	ole I - Non-Derivative Securities A	cquired, Dispose	d of, or Benefic	ially Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) (A) or Code V Amount (D) Price	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)	
Common Stock				29,457	D		
Common Stock				413,349 (1)	I	By Partnership	
Common Stock				151,550 <u>(2)</u>	I	By Trust	

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

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number.

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)	2 3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transacti Code (Instr. 8)	5. Number ion Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Derivative Expiration Date Underly curities (Month/Day/Year) (Instr. 3 quired) or sposed of) str. 3, 4,		7. Title and A Underlying S (Instr. 3 and	Securities	8. Price Deriva Securit (Instr.
				Code V	v (A) (D	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Units	\$ 1 <u>(3)</u>	01/15/2010		A	269.8	<u>(4)</u>	<u>(4)</u>	Common Stock	269.8	\$ 24.

Reporting Owners

Reporting Owner Name / Address	Relationships					
Fg	Director	10% Owner	Officer	Other		
ADAMS JAMES R 12500 TI BOULEVARD DALLAS, TX 75243	X					

Signatures

/s/ Daniel M. Drory, Attorney
In Fact

01/15/2010

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Shares held by family limited partnership of which the reporting person is a general partner. Reporting person disclaims beneficial ownership except to the extent of his pecuniary interest in the partnership.
- (2) Shares held in trust for the benefit of family members of which reporting person is trustee. Beneficial ownership by reporting person disclaimed.
- (3) Security converts to common stock on a one-for-one basis.
- (4) Stock units credited under the Texas Instruments 2009 Director Compensation Plan, to be settled in common stock of the Issuer following the reporting person's termination of service as a director of the Issuer.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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