

HEACOCK DAVID K
Form 4
February 02, 2012

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 *
HEACOCK DAVID K

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)
02/01/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Sr. Vice President

DALLAS, TX 75243

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

(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)	
				(A) or (D)	Price			
				Code	V	Amount		
Common Stock	02/01/2012		M	100	A	\$ 29.19	173,547	D
Common Stock	02/01/2012		M	35,000	A	\$ 21.55	208,547	D
Common Stock	02/01/2012		M	17,500	A	\$ 14.95	226,047	D
Common Stock	02/01/2012		M	17,500	A	\$ 14.95	243,547	D
Common Stock	02/01/2012		S ⁽¹⁾	70,100	D	\$ 32.8368	173,447	D

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

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
NQ Stock Option (Right to Buy)	\$ 29.19	02/01/2012		M	100	⁽²⁾ 02/21/2012	Common Stock	100
NQ Stock Option (Right to Buy)	\$ 21.55	02/01/2012		M	35,000	⁽³⁾ 01/20/2015	Common Stock	35,000
NQ Stock Option (Right to Buy)	\$ 14.95	02/01/2012		M	17,500	⁽⁴⁾ 01/29/2019	Common Stock	17,500
NQ Stock Option (Right to Buy)	\$ 14.95	02/01/2012		M	17,500	⁽⁴⁾ 01/29/2019	Common Stock	17,500

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

HEACOCK DAVID K
12500 TI BOULEVARD

Sr. Vice President

DALLAS, TX 75243

Signatures

/s/ Daniel M. Drory, Attorney
In Fact

02/02/2012

__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) The price in Table 1 is a weighted average sale price. The sales were at prices ranging from \$32.7950 to \$32.9000. The Issuer undertakes to provide upon request a detailed breakout of the sale prices and the number of shares sold at each price.
 - (2) The option became 100% exercisable on February 21, 2003.
 - (3) The option becomes exercisable in four equal annual installments beginning on January 20, 2006.
 - (4) The option becomes exercisable in four equal annual installments beginning on January 29, 2010.

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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