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NATIONAL INSTRUMENTS CORP /DE/ Form 4 December 01, 2015 FORM 4

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

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

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

(Print or Type Responses)

Check this box

if no longer

Section 16.

Form 4 or

Form 5

1(b).

subject to

1. Name and A Starkloff Er	Address of Reporting I ic Howard	Symbo	uer Name and Ticker or Trading 1 ONAL INSTRUMENTS ? /DE/ [NATI]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
	(First) (M DNAL INSTRUM TION, 11500 NO	(Montl ENTS 08/03	of Earliest Transaction h/Day/Year) /2015	Director10% Owner XOfficer (give titleOther (specify below) below) Executive Vice President			
AUSTIN, T (City)		Filed()	mendment, Date Original Aonth/Day/Year) Able I - Non-Derivative Securities Ac	 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person 			
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, any (Month/Day/Yea	Code (Instr. 3, 4 and 5) r) (Instr. 8) (A) or Code V Amount (D) Price	BeneficiallyForm: DirectBeneficialOwned(D) orOwnershipFollowingIndirect (I)(Instr. 4)Reported(Instr. 4)Transaction(s)(Instr. 3 and 4)			
Stock	08/03/2015		M V $85 (1)$ A 524.31	7,728 D			

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

OMB APPROVAL

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January 31,

2005

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response...

1. Title of Derivative Security (Instr. 3)	2. 3. Transaction Date Conversion or Exercise Price of Derivative Security			4. Transactic Code (Instr. 8)	5. 6. Date Exercisable and ionNumber Expiration Date of (Month/Day/Year)) Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owne Follo Repo Trans (Instr			
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Reporting Owners													
	Reporting Owner Name / Address		Director	10% Own	Relationships er Officer Oth			her					
C/O NAT	arkloff Eric Howard O NATIONAL INSTRUMENTS CORPORATION 500 NORTH MOPAC					Executive Vice President							

Signatures

AUSTIN, TX 78759

 David G. Hugley as attorney-in-fact for Eric H.
 12/01/2015

 Starkloff
 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) Acquisition of stock under Issuer's employee stock purchase plan.

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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