Edgar Filing: NATIONAL INSTRUMENTS CORP - Form 4

NATIONAL		NTS CORP									
May 03, 2016									OMB A	PPROVAL	
FORM	UNITE	Washington, D.C. 20549							-	3235-0287	
Check this if no longe subject to Section 16	er STATH	EMENT O	GES IN BENEFICIAL OWNERSHIP OF SECURITIES					burden hou	Estimated average burden hours per		
Form 4 or Form 5 obligations may continue. See Instruction 1(b). Filed pursuant to Section 16(a) of the Securities Exchange Act of 19 Section 17(a) of the Public Utility Holding Company Act of 1935 or S 30(h) of the Investment Company Act of 1940					f 1935 or Sectio	response	0.5				
(Print or Type Ro	esponses)										
CARLTON DONALD M Syr			Symbol NATION	NATIONAL INSTRUMENTS				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
	(First) NAL INSTRU TON, 11500 N		CORP [1 3. Date of (Month/Da 05/02/20	Earliest Tra ay/Year)	ansaction			X Director Officer (give below)		b Owner er (specify	
	(Street)	(Street) 4. If Amendment, Date Original Filed(Month/Day/Year)						6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
AUSTIN, TX	K 78759							Form filed by M Person	More than One Re	eporting	
(City)	(State)	(Zip)	Table	e I - Non-D	erivative S	Securi	ties Ac	quired, Disposed o	f, or Beneficial	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction I (Month/Day/Ye	ear) Execution any	emed on Date, if /Day/Year)	3. Transactio Code (Instr. 8)	Disposed (Instr. 3,	l (A) o l of (D 4 and (A) or)) 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)	
Common Stock	05/02/2016			Code V M	Amount 4,223	(D) A	Price (<u>1</u>)	52,683	D		

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. 5. Number Transaction Derivative Code Securities (Instr. 8) 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)	
				Code V ((A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	<u>(1)</u>	05/02/2016		М	1,326	(2)	05/01/2028	Common Stock	1,326
Restricted Stock Units	<u>(1)</u>	05/02/2016		М	1,551	(3)	05/01/2029	Common Stock	3,102
Restricted Stock Units	<u>(1)</u>	05/02/2016		М	1,346	(4)	05/01/2030	Common Stock	4,038

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Reporting Owners

Reporting Owner Name / Address	Relationships				
	Director 10	10% Owner	Officer	Other	
CARLTON DONALD M C/O NATIONAL INSTRUMENTS CORPORATION 11500 NORTH MOPAC AUSTIN, TX 78759	Х				
Signatures					
David G. Hugley as attorney-in-fact for Donald M. Carlton		05/03/2016			
**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) Each restricted stock unit represents a contingent right to receive one share of the Issuer's common stock.
- (2) The restricted stock units vest in three equal annual installments on the anniversary of the vesting commencement date, May 1, 2013.
- (3) The restricted stock units vest in three equal annual installments on the anniversary of the vesting commencement date, May 1, 2014.
- (4) The restricted stock units vest in three equal annual installments on the anniversary of the vesting commencement date, May 1, 2015.

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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