

Whitaker Darla H
Form 4
January 30, 2009

FORM 4

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

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Whitaker Darla H

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)
01/29/2009

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) 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)
____X____ 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)
Common Stock	01/29/2009		A ⁽¹⁾	13,334 A	\$ 0 78,398	D	
Common Stock	01/29/2009		A ⁽²⁾	13,334 A	\$ 0 91,732	D	
Common Stock	01/30/2009		S ⁽³⁾	10,000 D	\$ 14.86 81,732	D	
Common Stock					4,142 ⁽⁴⁾	I	By Spouse
Common Stock					591.32 ⁽⁵⁾	I	By Spouse--PS

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Common Stock	1,563.47 ⁽⁶⁾	I	By Trust--401(k)
Common Stock	387.63 ⁽⁷⁾	I	By Trust--PS

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

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(9-02)

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
				Code	V	(A)	(D)	
NQ Stock Option (Right to Buy)	\$ 14.95	01/29/2009		A		40,000	⁽⁸⁾ 01/29/2019	Common Stock 40,000
NQ Stock Option (Right to Buy)	\$ 14.95	01/29/2009		A		40,000	⁽⁹⁾ 01/29/2019	Common Stock 40,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Whitaker Darla H 12500 TI BOULEVARD DALLAS, TX 75243	Sr. Vice President

Signatures

/s/ Daniel M. Drory, Attorney
In Fact

01/30/2009

__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) Award of restricted stock units pursuant to 2000 Long Term Incentive Plan.
- (2) Supplemental award of restricted stock units pursuant to 2000 Long Term Incentive Plan.
Sales effected pursuant to a Rule 10b5-1 trading plan entered into by the reporting person on 8-5-08. The sales were at prices ranging
- (3) from \$14.56 to \$15.21. The price in Table I is the weighted average sale price. The issuer undertakes to provide upon request a detailed breakout of the sale prices and the number of shares sold at each price.
- (4) Beneficial ownership by reporting person disclaimed.
Estimated shares attributable to TI Universal Profit Sharing Account as of 12-31-08. (Interests in this account are denominated in units. Consequently, share amount shown is an estimate.) This statement does not include changes in beneficial ownership of shares held in
- (5) such account occurring after 12-31-08 that are eligible for deferred reporting on Form 5. Beneficial ownership by reporting person disclaimed.
Estimated shares attributable to TI 401(k) Account as of 12-31-08. (Interests in this account are denominated in units. Consequently,
- (6) share amount shown is an estimate.) This statement does not include changes in beneficial ownership of shares held in this account occurring after 12-31-08 that are eligible for deferred reporting on Form 5.
- (7) Estimated shares attributable to TI Universal Profit Sharing Account as of 12-31-08. (Interests in this account are denominated in units. Consequently, share amount shown is an estimate.) This statement does not include changes in beneficial ownership of shares held in such account occurring after 12-31-08 that are eligible for deferred reporting on Form 5.
- (8) The option becomes exercisable in four equal annual installments beginning on January 29, 2010.
- (9) Supplemental option grant; 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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