

ANDERSKOUV NIELS

Form 4

May 14, 2018

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
ANDERSKOUV NIELS

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)
05/11/2018

____ 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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	05/11/2018		M		20,191	A	\$ 44.09
							110,187
Common Stock	05/11/2018		S		20,191	D	\$ 110.13
							89,996
Common Stock	05/14/2018		M		18,246	A	\$ 44.09
							108,242
Common Stock	05/14/2018		M		32,936	A	\$ 53.94
							141,178
Common Stock	05/14/2018		M		31,222	A	\$ 52.93
							172,400

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Common Stock	05/14/2018	S	82,404	D	\$ 110.09 (2)	89,996	D	
Common Stock						56,166	I	By wholly owned corporation

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
NQ Stock Option (Right to Buy)	\$ 44.09	05/11/2018		M	20,191	(3) 01/23/2024	Common Stock	20,191
NQ Stock Option (Right to Buy)	\$ 44.09	05/14/2018		M	18,246	(3) 01/23/2024	Common Stock	18,246
NQ Stock Option (Right to Buy)	\$ 53.94	05/14/2018		M	32,936	(4) 01/28/2025	Common Stock	32,936
NQ Stock Option (Right to Buy)	\$ 52.93	05/14/2018		M	31,222	(5) 01/29/2026	Common Stock	31,222

Reporting Owners

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

Signatures

/s/ Muriel C. McFarling, Attorney
in Fact

05/14/2018

__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 \$110.00 to \$110.47. 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 price in Table 1 is a weighted average sale price. The sales were at prices ranging from \$100.00 to \$110.31. The Issuer undertakes to provide upon request a detailed breakout of the sale prices and the number of shares sold at each price.
 - (3) The option became exercisable in four equal annual installments beginning on January 23, 2015.
 - (4) The option becomes exercisable in four equal annual installments beginning on January 28, 2016.
 - (5) The option becomes exercisable in four equal annual installments beginning on January 29, 2017.

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.