

RAZDAN ASH
Form 3
January 05, 2006

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â RAZDAN ASH		(Month/Day/Year)	NATIONAL INSTRUMENTS CORP /DE/ [NATI]	
(Last)	(First)	12/27/2005	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
11500 MOPAC EXPWY. BLDG C			(Check all applicable)	
(Street)			<input type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
AUSTIN,Â TXÂ 78759			<input type="checkbox"/> Officer	<input checked="" type="checkbox"/> Other
(City)	(State)	(Zip)	(give title below)	(specify below)
			Director Corp Dev& Ofc of Pres	6. Individual or Joint/Group Filing(Check Applicable Line)
				<input checked="" type="checkbox"/> Form filed by One Reporting Person
				<input type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	57,223	D	Â
Common Stock	18,000	I	by Razdan Partners, Ltd.
Common Stock	8,250	I	by Razdan Charitable Remainder Unitrust

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

SEC 1473 (7-02)

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

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1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Employee Stock Option (right to buy)	Â <u>(1)</u>	03/19/2007	Common Stock	3,012	\$ 9.6297	D	Â
Employee Stock Option (right to buy)	Â <u>(1)</u>	03/19/2008	Common Stock	15,119	\$ 15.3055	D	Â
Employee Stock Option (right to buy)	Â <u>(2)</u>	03/19/2008	Common Stock	1,575	\$ 15.3055	D	Â
Employee Stock Option (right to buy)	Â <u>(1)</u>	03/24/2009	Common Stock	5,347	\$ 12.2222	D	Â
Employee Stock Option (right to buy)	Â <u>(1)</u>	03/22/2010	Common Stock	15,000	\$ 32.0833	D	Â
Employee Stock Option (right to buy)	Â <u>(1)</u>	03/21/2011	Common Stock	14,000	\$ 21.0417	D	Â
Employee Stock Option (right to buy)	Â <u>(2)</u>	04/16/2013	Common Stock	1,500	\$ 20.12	D	Â
Employee Stock Option (right to buy)	Â <u>(1)</u>	03/24/2014	Common Stock	3,000	\$ 29.85	D	Â
Restricted Stock Units	Â <u>(3)</u>	05/11/2020	Common Stock	4,000	\$ <u>(4)</u>	D	Â
Employee Stock Option (right to buy)	Â <u>(2)</u>	12/20/2010	Common Stock	375	\$ 31.2917	I	by Spouse
Employee Stock Option (right to buy)	Â <u>(2)</u>	03/21/2011	Common Stock	750	\$ 21.0417	I	by Spouse

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RAZDAN ASH 11500 MOPAC EXPWY. BLDG C AUSTIN, TX 78759	Â	Â	Â	Director Corp Dev& Ofc of Pres

Signatures

Ash Razdan 01/04/2006

**Signature of Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) Options vest and become exercisable based on time and performance milestones set by the Issuer.
- (2) Options vest and become exercisable ratably over a 60-month period from the date of the grant.
- (3) The restricted stock units vest and become exercisable based on time and performance milestones set by the Issuer.
- (4) Each restricted stock unit represents a contingent right to receive one share of the Issuer's common stock.

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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