

NATIONAL INSTRUMENTS CORP /DE/
 Form 4
 October 24, 2007

FORM 4

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

OMB APPROVAL

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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 *
KODOSKY JEFFREY L

2. Issuer Name and Ticker or Trading Symbol
NATIONAL INSTRUMENTS CORP /DE/ [NATI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
10/22/2007

Director 10% Owner
 Officer (give title below) Other (specify below)

C/O NATIONAL INSTRUMENTS CORP, 11500 N. MOPAC EXPRESSWAY

(Street)

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

AUSTIN, TX 78759

(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	10/22/2007		S		1,000 (1) \$ 35.2071	D	
Common Stock	10/22/2007		S		2,000 (1) \$ 35.35	D	
Common Stock	10/22/2007		S		3,000 (1) \$ 34.1614	D	
Common Stock	10/22/2007		S		1,000 (1) \$ 35.2071	I	by Spouse
	10/22/2007		S		\$ 35.35	D	by Spouse

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Common Stock				2,000 <u>(1)</u>					
Common Stock	10/22/2007		S	3,000 <u>(1)</u>	D	\$ 34.1614	1,055,391	I	by Spouse
Common Stock	10/22/2007		S	100 <u>(1)</u>	D	\$ 35.2071	694,374	I	by Laura Kodosky trust
Common Stock	10/22/2007		S	200 <u>(1)</u>	D	\$ 35.35	694,174	I	by Laura Kodosky trust
Common Stock	10/22/2007		S	300 <u>(1)</u>	D	\$ 34.1614	693,874	I	by Laura Kodosky trust
Common Stock	10/22/2007		S	100 <u>(1)</u>	D	\$ 35.2071	694,374	I	by Karen Kodosky trust
Common Stock	10/22/2007		S	200 <u>(1)</u>	D	\$ 35.35	694,174	I	by Karen Kodosky trust
Common Stock	10/22/2007		S	300 <u>(1)</u>	D	\$ 34.1614	693,874	I	by Karen Kodosky trust

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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. 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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)

