HUBACH JOSEPH F

Form 4

February 01, 2012

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

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Check this box if no longer subject to Section 16.

Form 4 or Form 5 obligations

may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * HUBACH JOSEPH F			2. Issuer Name and Ticker or Trading Symbol TEXAS INSTRUMENTS INC	5. Relationship of Reporting Person(s) to Issuer			
			[TXN]	(Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	Director 10% Owner X Officer (give title Other (specify			
12500 TI BOULEVARD (Street)			(Month/Day/Year) 01/31/2012	below) below) SVP, Secretary & Gen Counel			
			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
DALLAS, TX 75243			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			

DALLAS,	1X /5243			F	Person	1	
(City)	(State)	(Zip) Tah	ole I - Non-	Derivative Securities Acqui	red, Disposed of,	or Beneficiall	y Owned
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securities Acquired (A)	5. Amount of	6.	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transactio	or Disposed of (D)	Securities	Ownership	Indirect
(Instr. 3)		any	Code	(Instr. 3, 4 and 5)	Beneficially	Form:	Beneficial
		(Month/Day/Year)	(Instr. 8)		Owned	Direct (D)	Ownership

(Instr. 3)		any	Code	(Instr. 3, 4 and 5)			Beneficially	Form:	
		(Month/Day/Year)	(Instr. 8)				Owned	Direct (D)	
							Following	or Indirect	
					(A)		Reported	(I)	
					(A)		Transaction(s)	(Instr. 4)	
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common Stock	01/31/2012		F(1)	5,384	D	\$ 32.18	185,868	D	
Common Stock	01/31/2012		S(2)	14,616	D	\$ 32.3249	171,252	D	

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

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of

(Instr. 4)

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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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	orNumber	Expiration D	ate	Amount	t of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ing	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securitie	es	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	and 4)		Own
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
								^	mount		
									mount		
						Date	Expiration	Title N	r Jumber		
					Exercisable	Date					
				C + V	(A) (D)			0			
				Code V	(A) (D)			S	hares		

Reporting Owners

Relationships Reporting Owner Name / Address

> Officer Other Director 10% Owner

HUBACH JOSEPH F 12500 TI BOULEVARD DALLAS, TX 75243

SVP, Secretary & Gen Counel

Signatures

/s/ Daniel M. Drory, Attorney 02/01/2012 In Fact

**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) Withholding of shares of common stock to satisfy tax withholding obligation (relating to vesting of a previously granted award).
- The price in Table 1 is a weighted average sale price. The sales were at prices ranging from \$32.2500 to \$32.3900. The Issuer undertakes to provide upon request a detailed breakout of the sale prices and the number of shares sold at each price.

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.

Reporting Owners 2