

HEACOCK DAVID K  
Form 4  
November 01, 2010

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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 \*  
HEACOCK DAVID K

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)  
10/29/2010

\_\_\_\_ 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		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 Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)				Price
Common Stock	10/28/2010		G	V	4,810	D	\$ 0	157,979	D	
Common Stock	10/29/2010		M		15,000	A	\$ 26.5	172,979	D	
Common Stock	10/29/2010		M		12,500	A	\$ 16.25	185,479	D	
Common Stock	10/29/2010		M		12,500	A	\$ 16.11	197,979	D	
Common Stock	10/29/2010		M		17,500	A	\$ 14.95	215,479	D	

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Common Stock      10/29/2010      S<sup>(1)</sup>      57,500      D      \$ 29,489      157,979      D

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

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SEC 1474  
(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)	\$ 26.5	10/29/2010		M	15,000	<u>(2)</u> 01/16/2012	Common Stock	15,000
NQ Stock Option (Right to Buy)	\$ 16.25	10/29/2010		M	12,500	<u>(3)</u> 02/20/2013	Common Stock	12,500
NQ Stock Option (Right to Buy)	\$ 16.11	10/29/2010		M	12,500	<u>(4)</u> 01/15/2013	Common Stock	12,500
NQ Stock Option (Right to Buy)	\$ 14.95	10/29/2010		M	17,500	<u>(5)</u> 01/29/2019	Common Stock	17,500

## Reporting Owners

Reporting Owner Name / Address

Relationships

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Director    10% Owner    Officer    Other

HEACOCK DAVID K  
12500 TI BOULEVARD  
DALLAS, TX 75243

Sr. Vice President

## Signatures

/s/ Cynthia H. Grimm, Attorney  
In Fact

11/01/2010

\_\_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 \$29.4700 to \$29.5100. 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 option becomes exercisable in four equal annual installments beginning on January 16, 2003.
- (3) The option becomes exercisable in three annual installments beginning on February 20, 2005.
- (4) The option becomes exercisable in four equal annual installments beginning on January 15, 2004.
- (5) The option 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. 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.