

TEXAS INSTRUMENTS INC
 Form 4
 April 26, 2005

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 *
 Lovett Melendy E

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)
 04/22/2005

____ 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 Ownership Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	04/22/2005		M		12,711	A	\$ 11.56
Common Stock	04/22/2005		M		17,000	A	\$ 13.25
Common Stock	04/22/2005		S		4,600	D	\$ 24.39
Common Stock	04/22/2005		S		4,700	D	\$ 24.4
Common Stock	04/22/2005		S		300	D	\$ 24.41

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Common Stock	04/22/2005	S	3,900	D	\$ 24.42	38,711.48	D	
Common Stock	04/22/2005	S	1,000	D	\$ 24.43	37,711.48	D	
Common Stock	04/22/2005	S	15,211	D	\$ 24.6	22,500.48	D	
Common Stock						2,603.72 ⁽¹⁾	I	By Trust--PS

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

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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. Amount or Number of Shares
NQ Stock Option (right to buy)	\$ 11.56	04/22/2005		M	12,711	⁽²⁾ 01/14/2008	Common Stock	12,711
NQ Stock Option (right to buy)	\$ 13.25	04/22/2005		M	17,000	⁽³⁾ 09/17/2008	Common Stock	17,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Lovett Melendy E
12500 TI BOULEVARD

Director 10% Owner Officer Other

SR. VICE PRESIDENT

DALLAS, TX 75243

Signatures

CYNTHIA H. HAYNES, ATTORNEY IN
FACT

04/26/2005

__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).
- (3) The option becomes exercisable in four equal annual installments beginning on September 17, 1999.
Estimated shares attributable to TI Universal Profit Sharing account as of 12-31-04. (Interests in this account are denominated in units.
(1) Consequently, share amount shown is an estimate.) This statement does not include changes in beneficial ownership of shares held in such account occurring after 12-31-04 that are eligible for deferred reporting on Form 5.
- (2) The option becomes exercisable in four equal annual installments beginning on January 14, 1999.

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.