

MARCH KEVIN P
Form 4
January 30, 2009

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 *
MARCH KEVIN P

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)
01/29/2009

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Sr. Vice President & CFO

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 Indirect Ownership (Instr. 4)
			Code	V Amount (D) Price			
Common Stock	01/29/2009		A ⁽¹⁾	31,667 A \$ 0	164,487	D	
Common Stock	01/29/2009		A ⁽²⁾	31,667 A \$ 0	196,154	D	
Common Stock					1,815.28 ⁽³⁾	I	By Trust-- PS
Common Stock					38.74 ⁽⁴⁾	I	By Trust--401(k)

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

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(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)	\$ 14.95	01/29/2009		A	95,000	<u>(5)</u> 01/29/2019	Common Stock	95,000
NQ Stock Option (Right to Buy)	\$ 14.95	01/29/2009		A	95,000	<u>(6)</u> 01/29/2019	Common Stock	95,000

Reporting Owners

Reporting Owner Name / Address	Relationships
MARCH KEVIN P 12500 TI BOULEVARD DALLAS, TX 75243	Director 10% Owner Officer Other Sr. Vice President & CFO

Signatures

/s/ Daniel M. Drory, Attorney
In Fact 01/30/2009

**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) Award of restricted stock units pursuant to 2000 Long Term Incentive Plan.

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- (2) Supplemental award of restricted stock units pursuant to 2000 Long Term Incentive Plan.

Estimated shares attributable to TI Universal Profit Sharing Account as of 12-31-08. (Interests in this account are denominated in units.

- (3) Consequently, share amount shown is an estimate.) This statement does not include changes in beneficial ownership of shares held in such account occurring after 12-31-08 that are eligible for deferred reporting on Form 5.

Estimated shares attributable to TI 401(k) Account as of 12-31-08. (Interests in this account are denominated in units. Consequently,

- (4) share amount shown is an estimate.) This statement does not include changes in beneficial ownership of shares held in this account occurring after 12-31-08 that are eligible for deferred reporting on Form 5.

- (5) The option becomes exercisable in four equal annual installments beginning on January 29, 2010.

- (6) Supplemental option grant; 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.

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