Edgar Filing: GOODE DAVID R - Form 4

GOODE DAV	/ID R									
Form 4										
January 15, 20)10									
FORM	4								PPROVAL	
	UNITED S	TATES		ITIES Al hington, l			COMMISSION	OMB Number:	3235-0287	
Check this if no longe subject to Section 16 Form 4 or Form 5	r STATEMI	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES								
obligations may contin <i>See</i> Instruc 1(b).	Succession Section 17(a)) of the	Public Ut	ility Hold	ing Com		ge Act of 1934, f 1935 or Sectio 40	on		
1. Name and Address of Reporting Person <u>*</u> GOODE DAVID R			2. Issuer Name and Ticker or Trading Symbol TEXAS INSTRUMENTS INC [TXN]				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)				 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person 			
DALLAS, T	X 75243						Form filed by I Person	More than One R	eporting	
(City)	(State) (Z	Zip)	Table	e I - Non-Do	erivative S	ecurities Ac	quired, Disposed o	of, or Beneficia	lly Owned	
(Instr. 3) any		Execution any	emed on Date, if Day/Year)	3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) (A)		(A) or of (D) 4 and 5) (A)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common				Code V	Amount	or (D) Price	(Instr. 3 and 4)			
Stock							21,132	D		
Common Stock							1,600 <u>(1)</u>	Ι	By Spouse	

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. Transactic Code (Instr. 8)	Transaction of Derivative Code Securities		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Units	\$ 1 <u>(2)</u>	01/15/2010		А	269.8	(3)	(3)	Common Stock	269.8	\$ 24.

Reporting Owners

Reporting Owner Name / Address		Relationsh	nips	
1	Director	10% Owner	Officer	Other
GOODE DAVID R 12500 TI BOULEVARD DALLAS, TX 75243	Х			
Signatures				
/s/ Daniel M. Drory, Attorney In Fact		01/15/20	10	
**Signature of Reporting Person		Date		
Explanation of De				

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) Beneficial ownership by reporting person disclaimed.
- (2) Security converts to common stock on a one-for-one basis.
- (3) Stock units credited under the Texas Instruments 2009 Director Compensation Plan, to be settled in common stock of the Issuer following the reporting person's termination of service as a director of the Issuer.

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.