

DAVERN ALEXANDER M  
Form 4  
May 02, 2018

**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 \*  
DAVERN ALEXANDER M

2. Issuer Name and Ticker or Trading Symbol  
NATIONAL INSTRUMENTS  
CORP [NATI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction  
(Month/Day/Year)

Director  10% Owner  
 Officer (give title below)  Other (specify below)

C/O NATIONAL INSTRUMENTS  
CORP, 11500 NORTH MOPAC

05/01/2018

President & CEO

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)

AUSTIN, TX 78759

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 (A) or (D) Price			
Common Stock	05/01/2018		M	V 89 <sup>(1)</sup> A \$ 34.7565	148,102	D	
Common Stock	05/01/2018		M	29,586 A <sup>(2)</sup>	177,688	D	
Common Stock	05/01/2018		F	9,677 D \$ 40.0676	168,011	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)

**displays a currently valid OMB control number.**

**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)	
					V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(2)	05/01/2018		M		2,431	(3)	05/01/2024	Common Stock	2,431
Restricted Stock Units	(2)	05/01/2018		M		2,767	(3)	05/01/2025	Common Stock	2,767
Restricted Stock Units	(2)	05/01/2018		M		2,767	(3)	05/01/2027	Common Stock	2,767
Restricted Stock Units	(2)	05/01/2018		M		1,660	(3)	05/01/2028	Common Stock	1,660
Restricted Stock Units	(2)	05/01/2018		M		1,660	(3)	05/01/2029	Common Stock	1,660
Restricted Stock Units	(2)	05/01/2018		M		2,767	(3)	05/01/2030	Common Stock	2,767
Restricted Stock Units	(2)	05/01/2018		M		3,034	(3)	05/01/2031	Common Stock	3,034
Restricted Stock Units	(2)	05/01/2018		M		12,500	(4)	05/01/2032	Common Stock	12,500

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director    10% Owner    Officer    Other

DAVERN ALEXANDER M  
C/O NATIONAL INSTRUMENTS CORP  
11500 NORTH MOPAC  
AUSTIN, TX 78759

X

President & CEO

## Signatures

David G. Hugley as attorney-in-fact for Alexander M.

Davern

05/02/2018

\_\_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) Acquisition of stock under Issuer's employee stock purchase plan.
- (2) Each restricted stock unit represents a contingent right to receive one share of the Issuer's common stock.
- (3) The restricted stock units vest and become exercisable based on time and performance milestones set by the Issuer.
- (4) The restricted stock units vest in four equal annual installments on the anniversary of the vesting commencement date of May 1, 2017.

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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