

WROE THOMAS JR
Form 4
January 24, 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 *
WROE THOMAS JR

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)
01/20/2005

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SR. VICE PRESIDENT

DALLAS, TX 75243

(City) (State) (Zip)

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

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common Stock	01/20/2005		A ⁽¹⁾		15,000	A	\$ 0
Common Stock					5,261 ⁽²⁾	I	
Common Stock					15,321.05 ⁽³⁾	I	
Common Stock					16,645.81 ⁽⁴⁾	I	

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)	\$ 21.55	01/20/2005		A	45,000	<u>(5)</u> 01/20/2015	Common Stock	45,000

Reporting Owners

Reporting Owner Name / Address	Relationships
WROE THOMAS JR 12500 TI BOULEVARD DALLAS, TX 75243	Director 10% Owner Officer SR. VICE PRESIDENT Other

Signatures

CYNTHIA H. HAYNES, ATTORNEY IN FACT
01/24/2005
**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).
- (5) The option becomes exercisable in four equal annual installments beginning on January 20, 2006.
- (1) Award of restricted stock units pursuant to 2000 Long Term Incentive Plan.
Estimated shares attributable to TI Employee Cash or Deferred Compensation Account as of 12-31-04. (Interests in this account are
- (3) denominated in units. 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) Held by custodian for account of minors.

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Estimated shares attributable to TI Universal Profit Sharing account as of 12-31-04. (Interests in this account are denominated in units.

- (4) 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.

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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