

DELFASSY GILLES

Form 4

February 09, 2006

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
DELFASSY GILLES

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)
02/08/2006

____ Director ____ 10% Owner
____X____ 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)
____X____ 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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	02/08/2006		M		130,000	A	\$ 16.11
Common Stock	02/08/2006		M		50,000	A	\$ 16.25
Common Stock	02/08/2006		S		38,100	D	\$ 30.7
Common Stock	02/08/2006		S		19,900	D	\$ 30.71
Common Stock	02/08/2006		S		22,000	D	\$ 30.72

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Common Stock 02/08/2006 S 100,000 D \$ 30.8 155,411 D

Common Stock 1,703.75 ⁽¹⁾ I TI France Savings Plan

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
NQ Stock Option (right to buy)	\$ 16.11	02/08/2006		M	130,000	⁽²⁾ 01/15/2013	Common Stock 130,000
NQ Stock Option (right to buy)	\$ 16.25	02/08/2006		M	50,000	⁽³⁾ 02/20/2013	Common Stock 50,000

Reporting Owners

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

Signatures

DANIEL M. DRORY, ATTORNEY IN FACT 02/09/2006

__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).
- (2) The option becomes exercisable in four equal annual installments beginning on January 15, 2004.
- (3) The option becomes exercisable in three installments: 50% on the second anniversary of the option date, 25% on the third anniversary of the option date, and 25% on the fourth anniversary of the option date.
- (1) Estimated shares attributable to the Texas Instruments France Company Savings Plan as of 12-31-05. (Interests in this account are denominated in units. Consequently, share amount shown is an estimate.)

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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