

NATIONAL INSTRUMENTS CORP /DE/  
 Form 4/A  
 December 14, 2010

**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 \*  
**KODOSKY JEFFREY L**

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

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)

(Last) (First) (Middle)  
**C/O NATIONAL INSTRUMENTS CORP, 11500 N. MOPAC EXPRESSWAY**

3. Date of Earliest Transaction (Month/Day/Year)  
**12/06/2010**

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

(Street)  
**AUSTIN, TX 78759**

4. If Amendment, Date Original Filed(Month/Day/Year)  
**12/06/2010**

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 Beneficial Ownership (Instr. 4)		
			Code	V	Amount (A) or (D) Price				
Common Stock	12/06/2010		S		2,000 <u>(1)</u> <u>(2)</u>	D	\$ 35.7134 <u>(3)</u> 629,330	D	
Common Stock	12/06/2010		S		2,000 <u>(1)</u> <u>(2)</u>	D	\$ 35.7134 <u>(3)</u> 629,331	I	by Spouse
Common Stock	12/06/2010		S		2,000 <u>(1)</u> <u>(2)</u>	D	\$ 35.7134 <u>(3)</u> 460,014	I	by Laura Kodosky trust

Common Stock	12/06/2010	S	2,000 <u>(1)</u> <u>(2)</u>	D	\$ 35.7134 <u>(3)</u>	460,014	I	by Karen Kodosky trust
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474 (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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director   10% Owner   Officer   Other

KODOSKY JEFFREY L  
C/O NATIONAL INSTRUMENTS CORP  
11500 N. MOPAC EXPRESSWAY     X  
AUSTIN, TX 78759

## Signatures

David G. Hugley as attorney-in-fact for Jeffrey L. Kodosky  
12/14/2010

\_\_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) Shares were sold under Reporting Person's 10(b)5-1 Plan.

(2) The number of shares executed on December 6, 2010 was erroneously reported as 3,000. The actual number of shares executed was 2,000.

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- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$35.6767 to \$35.75, inclusive. The reporting person undertakes to provide to National Instruments Corporation, any security holder of
- (3) National Instruments Corporation or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.

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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