

RITCHIE KEVIN J  
Form 4  
February 01, 2012

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
RITCHIE KEVIN J

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)  
01/31/2012

\_\_\_\_ Director  
 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)  
 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                    | 01/31/2012                           |  | M                              | 100 A \$ 29.19  | 315,219   | D  |   |
| Common Stock                    | 01/31/2012                           |  | S <sup>(1)</sup>               | 50,000 D \$ 32.1813   | 265,219   | D  |   |
| Common Stock                    | 01/31/2012                           |  | S                              | 100 D \$ 32.232   | 265,119   | D  |   |
| Common Stock                    |                                      |  |                                |   | 3,110.51 <sup>(2)</sup>   | I  | By Trust--401(k)                                      |
| Common Stock                    |                                      |  |                                |   | 5,298.86 <sup>(3)</sup>   | I  | By Trust--PS  |

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 or Value of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|
| NQ Stock Option (Right to Buy)             | \$ 29.19   | 01/31/2012                           |  | M                              | 100   | <u>(4)</u> 02/21/2012                                    | Common Stock  | 100   |

## Reporting Owners

| Reporting Owner Name / Address                            | Relationships |           |                    |       |
|---|---------------|-----------|--------------------|-------|
|   | Director      | 10% Owner | Officer            | Other |
| RITCHIE KEVIN J<br>12500 TI BOULEVARD<br>DALLAS, TX 75243 |               |           | Sr. Vice President |       |

## Signatures

/s/ Daniel M. Drory, Attorney  
In Fact 02/01/2012

\_\_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).

Sales effected pursuant to a Rule 10b5-1 trading plan entered into by the reporting person on 11-10-2010. The price in Table 1 is a

(1) weighted average sale price. The sales were at prices ranging from \$32.0000 to \$32.3750. The Issuer undertakes to provide upon request a detailed breakout of the sale prices and the number of shares sold at each price

(2)

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Estimated shares attributable to TI 401(k) Account as of 12-31-2011. (Interests in this account are denominated in units. Consequently, share amount shown is an estimate.) This statement does not include changes in beneficial ownership of shares held in this account occurring after 12-31-2011 that are eligible for deferred reporting on Form 5.

Estimated shares attributable to TI Universal Profit Sharing Account as of 12-31-2011. (Interests in this account are denominated in units.

- (3) Consequently, share amount shown is an estimate.) This statement does not include changes in beneficial ownership of shares held in such account occurring after 12-31-2011 that are eligible for deferred reporting on Form 5.
- (4) The option becomes 100% exercisable on the first anniversary of the option date.

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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