TEXAS INSTRUMENTS INC
Form 4
July 30, 2013

FORM 4

OMB APPROVAL

OMB Number:	3235-0287
Expires:	January 31, 2005
Estimated average burden hours per response...	0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
HUBACH JOSEPH F

(Last) (First) (Middle)

12500 TI BOULEVARD

(Street)

DALLAS, TX 75243

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
TEXAS INSTRUMENTS INC [TXN]

3. Date of Earliest Transaction (Month/Day/Year)
07/30/2013

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
SVP, Secretary & Gen Counsel

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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	(A) or (D)	Price			
Common Stock	07/30/2013		M		60,000	A	$ 28.32	257,993	D	
Common Stock	07/30/2013		M		60,000	A	$ 29.79	317,993	D	
Common Stock	07/30/2013		M		30,000	A	$ 14.95	347,993	D	
Common Stock	07/30/2013		M		30,000	A	$ 14.95	377,993	D	
Common Stock	07/30/2013		M		25,625	A	$ 23.05	403,618	D	

Common Stock	07/30/2013		S[(1)]	205,625	D	$ 38.8005	197,993	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)

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 D S (I
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
NQ Stock Option (Right to Buy)	$ 28.32	07/30/2013		M			60,000	(2)	01/18/2017	Common Stock	60,000	
NQ Stock Option (Right to Buy)	$ 29.79	07/30/2013		M			60,000	(3)	01/25/2018	Common Stock	60,000	
NQ Stock Option (Right to Buy)	$ 14.95	07/30/2013		M			30,000	(4)	01/29/2019	Common Stock	30,000	
NQ Stock Option (Right to Buy)	$ 14.95	07/30/2013		M			30,000	(4)	01/29/2019	Common Stock	30,000	
NQ Stock Option (Right to Buy)	$ 23.05	07/30/2013		M			25,625	(5)	01/28/2020	Common Stock	25,625	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HUBACH JOSEPH F 12500 TI BOULEVARD DALLAS, TX 75243			SVP, Secretary & Gen Counsel	

Signatures

/s/ Daniel M. Drory, Attorney In Fact	07/30/2013
**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) The price in Table 1 is a weighted average sale price. The sales were at prices ranging from $38.7650 to $38.8250. The Issuer undertakes to provide upon request a detailed breakout of the sale prices and the number of shares sold at each price.

(2) The option becomes exercisable in four equal annual installments beginning on January 18, 2008.

(3) The option becomes exercisable in four equal annual installments beginning on January 25, 2009.

(4) The option becomes exercisable in four equal annual installments beginning on January 29, 2010.

(5) The option becomes exercisable in four equal annual installments beginning on January 28, 2011.

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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