RAZDAN ASH Form 4 March 08, 2010

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 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

2. Issuer Name and Ticker or Trading

NATIONAL INSTRUMENTS

(Print or Type Responses)

1(b).

(Last)

1. Name and Address of Reporting Person *

RAZDAN ASH

(First) (Middle)

11500 NORTH MOPAC, BLDG C

(Street)

CORP /DE/ [NATI]

Symbol

3. Date of Earliest Transaction (Month/Day/Year) 03/05/2010

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

OMB

Number:

Expires:

response...

Estimated average

burden hours per

OMB APPROVAL

3235-0287

January 31,

2005

0.5

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

Dir Corp Dev & Ofc of Pres

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting Person

AUSTIN, TX 78759

(City)	(State)	(Zip) Tab	le I - Non-	Derivative	Secu	rities Acquir	red, Disposed of,	or Beneficiall	y 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. Securit for Dispos (Instr. 3,	ed of	` ′	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	03/05/2010		Code V M	Amount 14,085 (1)	(D)	Price \$ 32.0833	(Instr. 3 and 4) 67,513	D	
Common Stock	03/05/2010		S	9,185 (2)	D	\$ 32.9	58,328	D	
Common Stock	03/05/2010		S	3,300 (2)	D	\$ 32.91	55,028	D	
Common Stock	03/05/2010		S	1,300 (2)	D	\$ 32.92	53,728	D	
Common Stock	03/05/2010		S	100 (2)	D	\$ 32.921	53,628	D	

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Common Stock	03/05/2010	S	100 (2)	D	\$ 32.922	53,528	D
Common Stock	03/05/2010	S	100 (2)	D	\$ 32.925	53,428	D

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

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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. Transactic Code (Instr. 8)	5. Number of or Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	ative Expiration Date ities (Month/Day/Year) ired (A) sposed of 3, 4,		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
Employee Stock Option (right to	\$ 32.0833	03/05/2010		M	14,085 (1)	(3)	03/22/2010	Common Stock	15,000

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
RAZDAN ASH							
11500 NORTH MOPAC, BLDG C				Dir Corp Dev & Ofc of Pres			

Signatures

AUSTIN, TX 78759

buy)

David G. Hugley as attorney-in-fact for Ash
Razdan
03/08/2010

**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).

Reporting Owners 2

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- (1) Shares were exercised under Reporting Person's 10(b)5-1 Plan.
- (2) Shares were sold under Reporting Person's 10(b)5-1 Plan.
- (3) Options vested and became exercisable based on time and performance milestones set by the Issuer.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.