#### NATIONAL INSTRUMENTS CORP /DE/

Form 4 May 12, 2010

# FORM 4

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

OMB 3235-0287 Number:

**OMB APPROVAL** 

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

January 31, Expires: 2005 Estimated average

Form 4 or Form 5 obligations may continue. See Instruction

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

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1(b).

| (Print or Type                       | Responses)                                                                                 |                                                      |                                                             |              |                                                                     |                                                                          |                                                                                                                                                |                                                                         |                                                                                                                                                                                      |                     |  |  |
|--------------------------------------|--------------------------------------------------------------------------------------------|------------------------------------------------------|-------------------------------------------------------------|--------------|---------------------------------------------------------------------|--------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------|--|--|
| 1. Name and A                        | 2. Issuer Name and Ticker or Trading<br>Symbol<br>NATIONAL INSTRUMENTS<br>CORP /DE/ [NATI] |                                                      |                                                             |              |                                                                     | 5. Relationship of Reporting Person(s) to Issuer  (Check all applicable) |                                                                                                                                                |                                                                         |                                                                                                                                                                                      |                     |  |  |
|                                      | ONAL INSTRUM<br>500 N. MOPAC                                                               | Middle)  MENTS                                       | 3. Date of Earliest Transaction (Month/Day/Year) 05/10/2010 |              |                                                                     |                                                                          |                                                                                                                                                | _X_ Director 10% Owner Officer (give title below) Other (specify below) |                                                                                                                                                                                      |                     |  |  |
| AUSTIN, T                            | (Street)  TX 78759                                                                         | 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)                                                | Tabl                                                        | le I - Non-l | Derivative                                                          | Secu                                                                     | rities Acqı                                                                                                                                    | uired, Disposed of                                                      | f, or Beneficial                                                                                                                                                                     | ly Owned            |  |  |
| 1.Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year)                                                    | saction Date 2A. Deemed                              |                                                             |              | Date, if Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) |                                                                          |                                                                                                                                                |                                                                         | 5. Amount of Securities Ownership Indirect Beneficially Form: Direct Beneficially Owned (D) or Ownership Indirect (I) (Instr. 4) Reported (Instr. 4) Transaction(s) (Instr. 3 and 4) |                     |  |  |
| Common<br>Stock                      | 05/10/2010                                                                                 |                                                      |                                                             | S            | 5,000<br>(1)                                                        | D                                                                        | \$<br>32.894<br>(2)                                                                                                                            | 736,330                                                                 | D                                                                                                                                                                                    |                     |  |  |
| Common<br>Stock                      | 05/10/2010                                                                                 |                                                      |                                                             | S            | 5,000<br>(1)                                                        | D                                                                        | \$<br>32.894<br>(2)                                                                                                                            | 736,331                                                                 | I                                                                                                                                                                                    | by Spouse           |  |  |
| Common<br>Stock                      | 05/10/2010                                                                                 |                                                      |                                                             | S            | 5,000<br>(1)                                                        | D                                                                        | \$<br>32.894                                                                                                                                   | 567,014                                                                 | I                                                                                                                                                                                    | by Laura<br>Kodosky |  |  |

(2)

trust

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| Common<br>Stock | 05/10/2010 |   | 5,000 |   | \$     |         |   | by Karen |
|-----------------|------------|---|-------|---|--------|---------|---|----------|
|                 |            | S |       | D | 32.894 | 567,014 | I | Kodosky  |
| Stock           |            |   | (1)   |   | (2)    |         |   | trust    |

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

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9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | TransactionN Code of (Instr. 8) D A (A D Of (Instr. 8) D Of (Instr. 8) D Of (Instr. 8) D Of (Instr. 8) D |   | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | Expiration D<br>(Month/Day/ | 6. Date Exercisable and Expiration Date (Month/Day/Year) |       | le and<br>int of<br>rlying<br>ities<br>. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) |
|-----------------------------------------------------|-----------------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------|----------------------------------------------------------------------------------------------------------|---|-----------------------------------------------------------------------------------------|-----------------------------|----------------------------------------------------------|-------|---------------------------------------------------|-----------------------------------------------------|
|                                                     |                                                                       |                                      |                                                             | Code                                                                                                     | V | (A) (D)                                                                                 | Date<br>Exercisable         | Expiration<br>Date                                       | Title | Amount<br>or<br>Number<br>of<br>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 AUSTIN, TX 78759

X

### **Signatures**

David G. Hugley as attorney-in-fact for Jeffrey L. Kodosky

05/12/2010

\*\*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 price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$32.8077 to \$32.95, inclusive. The reporting person undertakes to provide to National Instruments Corporation, any security holder of

Reporting Owners 2

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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. 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.