

NATIONAL INSTRUMENTS CORP /DE/  
 Form 4  
 September 02, 2015

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL  
 OMB Number: 3235-0287  
 Expires: January 31, 2015  
 Estimated average burden hours per response... 0.5

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 \*  
 TRUCHARD JAMES J

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)

3. Date of Earliest Transaction (Month/Day/Year)  
 09/02/2015

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

C/O NATIONAL INSTRUMENTS CORP, 11500 N. MOPAC EXPRESSWAY, BLDG. C

(Street)

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

AUSTIN, TX 78759-3504

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock                    | 09/02/2015                           |  | J <sup>(1)</sup>               | 300,973 D   | \$ 0 9,063,124  | D  |   |
| Common Stock                    | 09/02/2015                           |  | J <sup>(1)</sup>               | 300,973 A   | \$ 0 9,364,097  | D  |   |
| Common Stock                    | 09/02/2015                           |  | J <sup>(1)</sup>               | 300,973 D   | \$ 0 0  | I  | Held by the Trust.                                    |
| Common Stock                    | 09/02/2015                           |  | J <sup>(1)</sup>               | 300,973 A   | \$ 0 300,973 <sup>(2)</sup>   | I  | Held by the Trust.                                    |
|                                 |                                      |  |                                |   | 3,281,250   | I  |   |

|              |  |  |  |         |   |  |   |
|--------------|--|--|--|---------|---|--|---|
| Common Stock |  |  |  |         |   |  | Held by Truchard NATI Partners, Ltd., Dr. Truchard is the general partner.                          |
| Common Stock |  |  |  | 300,972 | I |  | Held by James J. Truchard TTEE James J. Truchard Descendants Trust II, Dr. Truchard is the trustee. |
| Common Stock |  |  |  | 77,243  | I |  | Held by Truchard Foundation, Dr. Truchard is the president.   |

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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|  |  |                                      |  | 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 |
| TRUCHARD JAMES J<br>C/O NATIONAL INSTRUMENTS CORP<br>11500 N. MOPAC EXPRESSWAY, BLDG. C<br>AUSTIN, TX 78759-3504 | X             | X         | President |       |

## Signatures

|   |            |
|---|------------|
| David G. Hugley as attorney-in-fact for James J. Truchard | 09/02/2015 |
| **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) For estate planning purposes, on September 2, 2015 (the "Transfer Date"), Dr. James J. Truchard ("Dr. Truchard") transferred, for no consideration, 300,973 shares of the issuer's common stock to the James J. Truchard TR Truchard Descendants Trusts UA 04-JUN-93 (the "Trust"). Simultaneously on the Transfer Date, the Trust transferred, for no consideration, 300,973 shares of the issuer's common stock with a different cost basis for tax purposes to Dr. Truchard.
  - (2) On February 22, 2011, the common stock of National Instruments Corporation split 3-for-2, resulting in the Trust's ownership of 200,648 additional shares of common stock.

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.