

TEXAS INSTRUMENTS INC
Form DEFA14A
March 05, 2009

SCHEDULE 14A

(Rule 14a-101)

INFORMATION REQUIRED IN PROXY STATEMENT

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934 (Amendment No.)

Filed by the Registrant
Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement Soliciting Material Under Rule 14a-12
- Confidential, For Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials

Texas Instruments Incorporated

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

1) Title of each class of securities to which transaction applies:

2) Aggregate number of securities to which transaction applies:

3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

4) Proposed maximum aggregate value of transaction:

5) Total fee paid:

Fee paid previously with preliminary materials:

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which

the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the form or

schedule and the date of its filing.

1) Amount previously paid:

2) Form, Schedule or Registration Statement No.:

3) Filing Party:

4) Date Filed:

TEXAS INSTRUMENTS INCORPORATED

**** IMPORTANT NOTICE ****

Regarding the Availability of Proxy Materials

You are receiving this communication because you hold shares in the above company, and the materials you should review before you cast your vote are now available.

This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. We encourage you to access and review all of the important information contained in the proxy materials before voting.

*TEXAS INSTRUMENTS INCORPORATED
ATTN: JANE NAHRA
7839 CHURCHILL WAY
MS 3999
DALLAS, TX 75251*

**Stockholder Meeting to be held on 04/16/09
Proxy Materials Available**

- 2009 Notice and Proxy Statement
- 2008 Annual Report

PROXY MATERIALS - VIEW OR RECEIVE

You can choose to view the materials online or receive a paper or e-mail copy. There is NO charge for requesting a copy. Requests, instructions and other inquiries will NOT be forwarded to your investment advisor.

To facilitate timely delivery please make the request as instructed below on or before 04/02/09.

HOW TO VIEW MATERIALS VIA THE INTERNET

Have the 12 digit Control Number available and visit: www.proxyvote.com

HOW TO REQUEST A COPY OF MATERIALS

- 1) BY INTERNET - www.proxyvote.com
- 2) BY TELEPHONE - 1-800-579-1639
- 3) BY E-MAIL* - sendmaterial@proxyvote.com

*If requesting materials by e-mail, please send a blank e-mail with the 12 digit Control Number (located on the following page) in the subject line.

See the Reverse Side for Meeting Information and Instructions on How to Vote

Meeting Information

Meeting Type:	Annual
Meeting Date:	04/16/09
Meeting Time:	10:00 a.m., Dallas Time
For holders as of:	02/17/09

Meeting Location:

Texas Instruments Incorporated
12500 TI Boulevard
Dallas, Texas 75243

Directions to the Annual Meeting

From DFW Airport:

- Take the North Airport exit to IH-635E.
- Take IH-635E to the Greenville Avenue exit.
- Turn right (South) on Greenville.
- Take right (West) on Forest Lane.

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- Texas Instruments will be on your right at the second traffic light.
- Please use the North entrance to the building.

From Love Field Airport:

- Take Mockingbird Lane East to US-75N (Central Expressway).
- Travel North on 75N to the Forest Lane exit.
- Turn right (East) on Forest Lane.
- You will pass two traffic lights.
- At the third light, the entrance to Texas Instruments will be on your left.
- Please use the North entrance to the building.

How To Vote

Vote In Person

Many stockholder meetings have attendance requirements including, but not limited to, the possession of an attendance ticket issued by the entity holding the meeting. Please check the meeting materials for any special requirements for meeting attendance. At the Meeting, you will need to request a ballot to vote these shares.

Vote By Internet

To vote **now** by Internet, go to **WWW.PROXYVOTE.COM**.

Use the Internet to transmit your voting instructions and for electronic delivery of information until 11:59 P.M. Eastern Time on April 15, 2009. Have your notice in hand when you access the web site and follow the instructions.

Voting items

Election of Directors

The board of directors of Texas Instruments Incorporated recommends a vote "**FOR**" each of the nominees for director.

1. Election of Directors -
Nominees:
 - 1A) J. R. Adams
 - 1B) D. L. Boren
 - 1C) D. A. Carp
 - 1D) C. S. Cox
 - 1E) D. R. Goode
 - 1F) S. P. MacMillan
 - 1G) P. H. Patsley
 - 1H) W. R. Sanders
 - 1I) R. J. Simmons
 - 1J) R. K. Templeton
 - 1K) C. T. Whitman

The board of directors of Texas Instruments Incorporated recommends a vote "**FOR**" proposals 2, 3 and 4.

2. Board proposal to ratify the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for 2009.
3. Board proposal to approve a Texas Instruments 2009 Long-Term Compensation Plan.
4. Board proposal to approve a Texas Instruments 2009 Director Compensation Plan.

The board of directors of Texas Instruments Incorporated recommends a vote "**AGAINST**" proposal 5.

5. Stockholder proposal regarding separation of roles of chairman and CEO.

