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NATIONAL INSTRUMENTS CORP /DE/ Form 4 December 03, 2007

FORM	Л Л									OMB AF	PROVAL	
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549											3235-0287	
Check th if no long	aar		Number: Expires:	January 31, 2005								
subject to Section 1 Form 4 c	or SIAIE N	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP C SECURITIES										
Form 5 obligatio may con <i>See</i> Instr 1(b).	tinue. Section 17(a	a) of the F	Public U	tility I	Hold	ling Cor	npan	•	Act of 1934, 1935 or Section)	I		
(Print or Type]	Responses)											
1. Name and A ZOGAS PE	Address of Reporting I TER		Symbol NATIO	NAL	INS	Ticker or			5. Relationship of I Issuer (Check	Reporting Pers		
(Last)	ast) (First) (Middle) 3. Date of Earliest Transaction Director							10%	Owner			
11500 N. M	,	(Month/Day/Year) 08/01/2007										
	4. If Amendment, Date Original						6. Individual or Joint/Group Filing(Check					
	N 79750		Filed(Mor	nth/Day/	Year)			Applicable Line) _X_ Form filed by O Form filed by M			
AUSTIN, T	X /8/39								Person			
(City)	(State)	(Zip)	Tabl	e I - No	on-D	erivative	Secur	ities Acqu	ired, Disposed of,	or Beneficiall	y Owned	
1.Title of Security (Instr. 3)	ed Date, if ay/Year)	3. Transa Code (Instr.		4. Securi n(A) or Di (Instr. 3,	ispose 4 and	d of (D)	5. Amount of Securities Beneficially Owned Following Reported	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	Transaction(s) (Instr. 3 and 4)	· · ·		
Common Stock	08/01/2007			М		281 <u>(1)</u>		\$ 23.681	48,554	D		
Common Stock	11/01/2007			М	V	4 <u>(1)</u>	А	\$ 27.472	48,558	D		
Common Stock	11/29/2007			S		1,600	D	\$ 33.47	46,958	D		

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

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number.

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

		3. Transaction 1 (Month/Day/Yo	ear) E a	3A. Deemed Execution Date, if any (Month/Day/Year)		4. Transactio Code (Instr. 8)	5. 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 Secu Bene Owno Follo Repo Trans (Instr
					(Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		
Repor	rting O	wners											
Descrite	g Owner Name	Address	Relationships										
Kepoting			irector	10% Owner	Offi	icer		Other					
	PETER MOPAC EX , TX 78759	XPWY.	Senior Vice President										
Signa	tures												
David G.	Hugley as	attorney-in-fa	ict for	Peter									

12/03/2007

Date

Zogas

<u>**</u>Signature of Reporting Person

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) Acquisition of stock under Issuer's employee stock purchase plan.

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.