### Edgar Filing: GOODE DAVID R - Form 4

GOODE DAV	/ID R										
Form 4 February 21, 2	2006										
								OMB A	PPROVAL		
FORM	UNITED S	UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549									
Check this if no longe subject to Section 16 Form 4 or Form 5	sr <b>STATEM</b> I	x STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES									
obligations may contir <i>See</i> Instruc 1(b).	Section $17(a)$	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 Re	esponses)										
1. Name and Address of Reporting Person <u>*</u> GOODE DAVID R			2. Issuer Name <b>and</b> Ticker or Trading Symbol TEXAS INSTRUMENTS INC				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
<b>(7</b> ))		-	TXN]								
(Last) (First) (Middle) 12500 TI BOULEVARD (Street)			3. Date of Earliest Transaction (Month/Day/Year) 02/17/2006				Officer (give title Other (specify below) below)				
			4. If Amendment, Date Original Filed(Month/Day/Year)				<ul> <li>6. Individual or Joint/Group Filing(Check</li> <li>Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> </ul>				
DALLAS, T	X 75243						Form filed by Person	More than One R	eporting		
(City)	(State) (Z	Zip)	Table	I - Non-De	erivative So	ecurities A	cquired, Disposed o	of, or Beneficia	lly Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deeme Execution I any (Month/Da	Date, if	3. Transactic Code (Instr. 8)	4. Securiti onAcquired Disposed (Instr. 3, 4	(A) or of (D) 4 and 5) (A) or	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				Code V	Amount	(D) Price	13,632	D			
Common Stock							1,600 <u>(1)</u>	Ι	By Spouse		

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. Transacti Code (Instr. 8)	5. Number of orDerivative 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. Pr Deriv Secu (Insti
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Units	\$ 1 (2)	02/17/2006		А	186.54	(3)	(3)	Common Stock	186.54	\$ 3

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
GOODE DAVID R 12500 TI BOULEVARD DALLAS, TX 75243	Х						
Signatures							
DANIEL M. DRORY, ATTOF FACT	02/21/2006						
**Signature of Reporting Perso	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).
- Stock units credited under the Texas Instruments 2003 Director Compensation Plan, to be settled in common stock of the Issuer following(3) the reporting person's termination of service as a director of the Issuer. End-of-period holdings include stock units acquired pursuant to the dividend reinvestment provision of the Plan.
- (1) Beneficial ownership by reporting person disclaimed.
- (2) Security converts to common stock on a one-for-one basis.

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.