

ANDERSKOUV NIELS

Form 3

April 30, 2012

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *

ANDERSKOUV NIELS
 (Last) (First) (Middle)

12500 TI BOULEVARD

(Street)

DALLAS, TX 75243

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)
 04/19/2012

3. Issuer Name and Ticker or Trading Symbol
 TEXAS INSTRUMENTS INC [TXN]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer _____ Other
 (give title below) (specify below)
 Sr. Vice President

5. 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

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)

2. Amount of Securities Beneficially Owned (Instr. 4)

3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)

4. Nature of Indirect Beneficial Ownership (Instr. 5)

Common Stock

134,277 (1)

D

^

Common Stock

56,166

I

By wholly owned corporation

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

SEC 1473 (7-02)

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

1. Title of Derivative Security (Instr. 4)

2. Date Exercisable and Expiration Date (Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)

4. Conversion or Exercise Price of Derivative

5. Ownership Form of Derivative Security:

6. Nature of Indirect Beneficial Ownership (Instr. 5)

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
NQ Stock Option (Right to Buy)	Â (2)	01/14/2014	Common Stock	25,000	\$ 32.39	D	Â
NQ Stock Option (Right to Buy)	Â (3)	01/19/2016	Common Stock	12,500	\$ 32.55	D	Â
NQ Stock Option (Right to Buy)	Â (4)	01/18/2017	Common Stock	17,500	\$ 28.32	D	Â
NQ Stock Option (Right to Buy)	Â (5)	01/25/2018	Common Stock	25,000	\$ 29.79	D	Â
NQ Stock Option (Right to Buy)	Â (6)	01/29/2019	Common Stock	12,500	\$ 14.95	D	Â
NQ Stock Option (Right to Buy)	Â (6)	01/29/2019	Common Stock	12,500	\$ 14.95	D	Â
NQ Stock Option (Right to Buy)	Â (7)	01/28/2020	Common Stock	46,875	\$ 23.05	D	Â
NQ Stock Option (Right to Buy)	Â (7)	01/28/2020	Common Stock	46,875	\$ 23.05	D	Â
NQ Stock Option (Right to Buy)	Â (8)	01/27/2021	Common Stock	87,500	\$ 34.63	D	Â
NQ Stock Option (Right to Buy)	Â (9)	01/26/2022	Common Stock	87,500	\$ 32.36	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ANDERSKOUV NIELS 12500 TI BOULEVARD DALLAS, TX 75243	Â	Â	Â Sr. Vice President	Â

Signatures

/s/ Daniel M. Drory, Attorney
In Fact

04/30/2012

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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) Includes 133,336 shares subject to terms of restricted stock units awarded under the Issuer's long-term incentive plans.
 - (2) The option becomes exercisable in four equal annual installments beginning on January 14, 2005.

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- (3) The option becomes exercisable in four equal annual installments beginning on January 19, 2007.
- (4) The option becomes exercisable in four equal annual installments beginning on January 18, 2008.
- (5) The option becomes exercisable in four equal annual installments beginning on January 25, 2009.
- (6) The option becomes exercisable in four equal annual installments beginning on January 29, 2010.
- (7) The option becomes exercisable in four equal annual installments beginning on January 28, 2011.
- (8) The option becomes exercisable in four equal annual installments beginning on January 27, 2012.
- (9) The option becomes exercisable in four equal annual installments beginning on January 26, 2013.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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