

TEXAS INSTRUMENTS INC  
 Form 4  
 February 02, 2016

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

OMB APPROVAL  
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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 \*  
 MARCH KEVIN P

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

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)

(Last) (First) (Middle)  
 12500 TI BOULEVARD  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 01/29/2016

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 Sr. Vice President & CFO

DALLAS, TX 75243  
 (City) (State) (Zip)

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

**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	01/29/2016		A	V Amount (1) 25,506	(D) Price \$ 0	D	
Common Stock	01/29/2016		F	18,173	D \$ 0	D	
Common Stock	01/29/2016		S	14,940	D \$ 52.09 (2)	D	
Common Stock	01/29/2016		S	4,387	D \$ 52.62 (3)	D	
					2,069.46 (4)	I	By Trust-- PS

Common  
Stock

Common  
Stock

44.18 <sup>(5)</sup> I

By  
Trust--401(k)

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

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(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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
NQ Stock Option (Right to Buy)	\$ 52.93	01/29/2016		A	134,878	<sup>(6)</sup> 01/29/2026	Common Stock 134,878

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
MARCH KEVIN P 12500 TI BOULEVARD DALLAS, TX 75243	Sr. Vice President & CFO

## Signatures

/s/ Daniel M. Drory, Attorney  
In Fact 02/02/2016

\*\*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) Award of restricted stock units pursuant to 2009 Long-Term Incentive Plan.

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- The price in Table 1 is a weighted average sale price. The sales were at prices ranging from \$51.44 to \$52.42. The Issuer undertakes to
- (2) provide upon request a detailed breakout of the sale prices and the number of shares sold at each price set forth in footnotes (2) and (3) to this Form 4.
- (3) The price in Table 1 is a weighted average sale price. The sales were at prices ranging from \$52.43 to \$52.89.
- Estimated shares attributable to TI Universal Profit Sharing Account as of 12-31-2015. (Interests in this account are denominated in units.
- (4) Consequently, share amount shown is an estimate.) This statement does not include changes in beneficial ownership of shares held in such account occurring after 12-31-2015 that are eligible for deferred reporting on Form 5.
- Estimated shares attributable to TI 401(k) Account as of 12-31-2015. (Interests in this account are denominated in units. Consequently,
- (5) share amount shown is an estimate.) This statement does not include changes in beneficial ownership of shares held in this account occurring after 12-31-2015 that are eligible for deferred reporting on Form 5.
- (6) The option becomes exercisable in four equal annual installments beginning on January 29, 2017.

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.