

NATIONAL INSTRUMENTS CORP /DE/

Form 4

March 09, 2011

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

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**KODOSKY JEFFREY L**

(Last) (First) (Middle)

**C/O NATIONAL INSTRUMENTS  
CORP, 11500 N. MOPAC  
EXPRESSWAY**

(Street)

**AUSTIN, TX 78759**

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading  
Symbol  
**NATIONAL INSTRUMENTS  
CORP /DE/ [NATI]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**03/07/2011**

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner  
☐ Officer (give title below) ☐ Other (specify below)

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 03/07/2011                              |                                                             | S                                    | 1,000<br>(1) D<br>\$ 31.5449                                            | 895,405                                                                                                            | D                                                                       |                                                                   |
| Common<br>Stock                       | 03/07/2011                              |                                                             | S                                    | 1,000<br>(1) D<br>\$ 31.5449                                            | 895,406                                                                                                            | I                                                                       | by Spouse                                                         |
| Common<br>Stock                       | 03/07/2011                              |                                                             | S                                    | 1,000<br>(1) D<br>\$ 31.5449                                            | 641,431                                                                                                            | I                                                                       | by Laura<br>Kodosky<br>trust                                      |
| Common<br>Stock                       | 03/07/2011                              |                                                             | S                                    | 1,000<br>(1) D<br>\$ 31.5449                                            | 641,431                                                                                                            | I                                                                       | by Karen<br>Kodosky                                               |

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SEC 1474  
(9-02)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5.<br>Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Number<br>of Deriv<br>Secur<br>Benefi<br>Own<br>Follo<br>Repo<br>Trans<br>(Instr. |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-----------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------------|--------------------------------------------------------------------------------------|
|                                                     |                                                                       |                                         |                                                             | Code                                    | V                                                                                                                     | (A)                                                            | (D)                                                                       | Amount<br>or<br>Number<br>of<br>Shares              |                                                                                      |
|                                                     |                                                                       |                                         |                                                             |                                         |                                                                                                                       | Date<br>Exercisable                                            | Expiration<br>Date                                                        | Title                                               |                                                                                      |

**Reporting Owner Name / Address**

## Director      10% Owner      Officer      Other

KODOSKY JEFFREY L  
C/O NATIONAL INSTRUMENTS CORP  
11500 N. MOPAC EXPRESSWAY  
AUSTIN, TX 78759

David G. Hugley as attorney-in-fact for Jeffrey L. Kodosky

03/09/2011

**\*\*Signature of Reporting Person**

Date \_\_\_\_\_

\* 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) Shares were sold under Reporting Person's 10(b)5-1 Plan.

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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