

NATIONAL INSTRUMENTS CORP /DE/

Form 8-K

October 23, 2006

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

**Form 8-K**

**Current Report**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): 10/23/2006**

**NATIONAL INSTRUMENTS CORP /DE/**  
(Exact name of registrant as specified in its charter)

**Commission File Number: 000-25426**

**DE**  
(State or other jurisdiction of  
incorporation)

**741871327**  
(IRS Employer  
Identification No.)

**11500 North Mopac Expressway, Austin, TX 78759**  
(Address of principal executive offices, including zip code)

**(512)338-9119**  
(Registrant's telephone number, including area code)

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Information to be included in the report

**Item 2.02. Results of Operations and Financial Condition**

Attached hereto as Exhibit 99.1 and incorporated by reference herein is the text of the registrant's press release, dated October 23, 2006, regarding financial results for the registrant's third fiscal quarter ended September 30, 2006.

The information in this Current Report on Form 8-K is being furnished and shall not be deemed "filed" for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that Section.

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**Signature(s)**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

NATIONAL INSTRUMENTS CORP /DE/

Date: October 23, 2006

By: /s/ David G. Hugley

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David G. Hugley  
Vice President & General Counsel; Secretary

**Exhibit Index**

<b><u>Exhibit No.</u></b>	<b><u>Description</u></b>
EX-99.1	Press Release dated October 23, 2006