TEXAS INSTRUMENTS INC

Form 4 April 25, 2007

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

2. Issuer Name and Ticker or Trading

TEXAS INSTRUMENTS INC

OMB Number:

3235-0287

Expires:

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

January 31, 2005

0.5

Estimated average burden hours per

OMB APPROVAL

response...

if no longer subject to Section 16. Form 4 or Form 5

Check this box

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue.

Symbol

30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

ADAMS JAMES R

1. Name and Address of Reporting Person *

| | | [TXN] | | | | | | | (Check all applicable) | | | | |
|--|--------------------------------------|--|---|--|--|---|---|------|--|--|---|--|--|
| | (Last) 12500 TI E | (First) (BOULEVARD | (Middle) | | Day/Year) | Transaction | | | _X_ Director Officer (giv below) | | 10% Owner Other (specify | | |
| (Street) DALLAS, TX 75243 | | | | 4. If Amendment, Date Original Filed(Month/Day/Year) | | | | | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person | | | | |
| (City) (State) (Zip) Table I - Non-Der | | | | | | | -Derivative Securities Acquired, Disposed of, or Beneficially Owned | | | | | | |
| | 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) 04/24/2007 | 2A. Deeme Execution I any (Month/Day | Date, if | 3. Transactic Code (Instr. 8) | 4. Securitie oner Disposee (Instr. 3, 4 a) Amount 120,000 | d of (D |)) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) 432,911 | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | | |
| | Common Stock | 04/24/2007 | | | G | 120,000 | D | \$ 0 | 312,911 | D | | | |
| | Common Stock | | | | | | | | 145,000 (1) | I | By Partnership | | |
| | Common Stock | 04/24/2007 | | | G | 120,000 | A | \$ 0 | 128,000 (2) | I | By Trust | | |
| | Common Stock | | | | | | | | 2,995.81 (3) | I | By Trust401(k) | | |
| | | | | | | | | | | | | | |

Common Stock

459.81 (4) I

By Trust--PS

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (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. Transactic Code (Instr. 8) | 5. Number of onDerivative 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) | \$ 11.56 | 04/24/2007 | | M | | 120,000 | <u>(5)</u> | 01/14/2008 | Common Stock | 120,000 |

Reporting Owners

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

ADAMS JAMES R 12500 TI BOULEVARD X DALLAS, TX 75243

Signatures

CYNTHIA H. HAYNES, ATTORNEY IN **FACT**

04/25/2007

**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).
- Shares held in trust for the benefit of family members of which reporting person is trustee. Beneficial ownership by reporting person **(2)** disclaimed.
- Shares held by family limited partnership of which the reporting person is a general partner. Reporting person disclaims beneficial ownership except to the extent of his pecuniary interest in the partnership.

Reporting Owners 2

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- Estimated shares attributable to TI Universal Profit Sharing Account as of 3-31-07. (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 3-31-07 that are eligible for deferred reporting on Form 5.
- Estimated shares attributable to TI 401(k) Account as of 3-31-07. (Interests in this account are denominated in units. Consequently, share amount shown is an estimate.) This statement does not include changes in beneficial ownership of shares held in this account occurring after 3-31-07 that are eligible for deferred reporting on Form 5.
- (5) The option becomes exercisable in four equal annual installments beginning on January 14, 1999.

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.