

NATIONAL INSTRUMENTS CORP /DE/  
Form SC 13G/A  
February 07, 2013

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**SCHEDULE 13G**

Under the Securities Exchange Act of 1934  
(Amendment No. 2)\*

**National Instruments Corp.**

---

(Name of Issuer)

---

(Title of Class of Securities)

---

**636518102**

---

(CUSIP Number)

---

**December 31, 2012**

---

(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)  
 Rule 13d-1(c)  
 Rule 13d-1(d)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see Instructions).

CUSIP No.: 636518102

1                      NAME OF REPORTING PERSON  
Brown Advisory Incorporated  
("BA,Inc.")

I.R.S. IDENTIFICATION NO. OF  
ABOVE PERSON (ENTITIES ONLY)  
52-2112409

2 CHECK THE APPROPRIATE BOX IF  
A MEMBER OF A GROUP  
(a)    
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF  
ORGANIZATION  
BA,Inc. is a Maryland Corporation

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5 SOLE VOTING POWER  
5,402,683

6 SHARED VOTING POWER  
0

7 SOLE DISPOSITIVE POWER  
0

8 SHARED DISPOSITIVE POWER  
7,384,169

9 AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY EACH  
REPORTING PERSON  
7,384,169

10 CHECK BOX IF THE AGGREGATE  
AMOUNT IN ROW (9) EXCLUDES  
CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (9)  
6.01%

12 TYPE OF REPORTING PERSON  
HC (Parent Holding Company)

CUSIP No.: 636518102

1 NAME OF REPORTING PERSON  
Brown Investment Advisory & Trust  
Company ("BIATC")

I.R.S. IDENTIFICATION NO. OF  
ABOVE PERSON (ENTITIES ONLY)

52-1811121

CHECK THE APPROPRIATE BOX IF  
A MEMBER OF A GROUP

2

(a)   
(b)

3

SEC USE ONLY

4

CITIZENSHIP OR PLACE OF  
ORGANIZATION

BIATC is a Maryland Company

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY EACH  
REPORTING  
PERSON WITH

5

SOLE VOTING POWER  
315,086

6

SHARED VOTING POWER  
0

7

SOLE DISPOSITIVE POWER  
0

8

SHARED DISPOSITIVE POWER  
315,706

9

AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY EACH  
REPORTING PERSON  
315,706

10

CHECK BOX IF THE AGGREGATE  
AMOUNT IN ROW (9) EXCLUDES  
CERTAIN SHARES

11

PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (9)  
0.26%

12

TYPE OF REPORTING PERSON  
BK (Bank)

CUSIP No.: 636518102

NAME OF REPORTING PERSON  
Brown Advisory, LLC ("BA,LLC")

1

I.R.S. IDENTIFICATION NO. OF  
ABOVE PERSON (ENTITIES ONLY)  
26-0680642

2

CHECK THE APPROPRIATE BOX IF  
A MEMBER OF A GROUP

(a)

(b)

3

SEC USE ONLY

4

CITIZENSHIP OR PLACE OF  
ORGANIZATION

BA,LLC is a Maryland Company

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY EACH  
REPORTING  
PERSON WITH

5 SOLE VOTING POWER  
5,087,597

6 SHARED VOTING POWER  
0

7 SOLE DISPOSITIVE POWER  
0

8 SHARED DISPOSITIVE POWER  
7,068,463

9

AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY EACH  
REPORTING PERSON

7,068,463

10

CHECK BOX IF THE AGGREGATE  
AMOUNT IN ROW (9) EXCLUDES  
CERTAIN SHARES

11

PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (9)

5.76%

12

TYPE OF REPORTING PERSON  
IA (Investment Adviser)

CUSIP No.: 636518102

ITEM 1(a). NAME OF  
ISSUER:

National  
Instruments Corp.

ITEM 1(b). ADDRESS OF  
ISSUER'S

PRINCIPAL  
EXECUTIVE  
OFFICES:

11500 NORTH  
MOPAC  
EXPRESSWAY  
AUSTIN TX  
78759

ITEM 2(a). NAME OF  
PERSON  
FILING:

Brown Advisory  
Incorporated  
("BA,Inc. ")  
Brown Investment  
Advisory & Trust  
Company  
("BIATC")  
Brown Advisory,  
LLC ("BA,LLC")

ITEM 2(b). ADDRESS OF  
PRINCIPAL  
BUSINESS  
OFFICE OR, IF  
NONE,  
RESIDENCE:

901 South Bond  
Street, Ste. 400  
Baltimore, MD  
21231

ITEM 2(c). CITIZENSHIP:

Brown Advisory  
Incorporated  
("BA,Inc. ") -  
BA,Inc. is a  
Maryland  
Corporation  
Brown Investment  
Advisory & Trust  
Company  
("BIATC") -  
BIATC is a  
Maryland  
Company  
Brown Advisory,  
LLC ("BA,LLC")  
- BA,LLC is a  
Maryland  
Company

ITEM 2(d). TITLE OF  
CLASS OF

SECURITIES:

ITEM 2(e). CUSIP  
NUMBER:  
636518102

ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO SECTION 240.13d-1(b), or 13d-2(b) or (c) CHECK WHETHER THE PERSON FILING IS A:

- (a)  Broker or dealer registered under Section 15 of the Act (15 U.S.C. 78c);
- (b)  Bank as defined in Section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c)  Insurance company as defined in Section 3(a)(19) of the Act (15 U.S.C. 78c);
- (d)  Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C 80a-8);
- (e)  An investment adviser in accordance with 240.13d-1(b)(1)(ii)(E);
- (f)  An employee benefit plan or endowment fund in accordance with 240.13d-1(b)(1)(ii)(F);
- (g)  A parent holding company or control person in accordance with 240.13d-1(b)(1)(ii)(G);
- (h)  A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i)  A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j)  A non-U.S. institution in accordance with 240.13d-1(b)(1)(ii)(J);
- (k)  Group, in accordance with 240.13d-1(b)(1)(ii)(K). If filing as a non-U.S. institution in accordance with 240.13d1(b)(1)(ii)(J), please specify the type of institution:

BA,Inc. is a parent holding company or control person in accordance with 240.13d-1(b)(1)(ii)(G)

BIATC is a bank as defined in Section 3(a)(6) of the Act (15 U.S.C. 78c)

BA,LLC is an investment adviser in accordance with 240.13d-1(b)(1)(ii)(E)

ITEM 4. OWNERSHIP:

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount beneficially owned:

7,384,169

(b) Percent of class:

6.01%

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote:

Brown Advisory Incorporated ("BA,Inc.") - 5,402,683

Brown Investment Advisory & Trust Company ("BIATC") - 315,086

Brown Advisory, LLC ("BA,LLC") - 5,087,597

(ii) Shared power to vote or to direct the vote:

Brown Advisory Incorporated ("BA,Inc.") - 0

Brown Investment Advisory & Trust Company ("BIATC") - 0

Brown Advisory, LLC ("BA,LLC") - 0

(iii) Sole power to dispose or to direct the disposition of:

Brown Advisory Incorporated ("BA,Inc.") - 0

Brown Investment Advisory & Trust Company ("BIATC") - 0

Brown Advisory, LLC ("BA,LLC") - 0

(iv) Shared power to dispose or to direct the disposition of:

Brown Advisory Incorporated ("BA,Inc.") - 7,384,169

Brown Investment Advisory & Trust Company ("BIATC") - 315,706

Brown Advisory, LLC ("BA,LLC") - 7,068,463

ITEM 5. OWNERSHIP OF FIVE  
PERCENT OR LESS OF  
A CLASS:

If this statement is being  
filed to report the fact  
that as of the date hereof  
the reporting person has  
ceased to be the  
beneficial owner of more  
than five percent of the  
class of securities, check  
the following [  ].

ITEM 6. OWNERSHIP OF  
MORE THAN FIVE  
PERCENT ON BEHALF  
OF ANOTHER  
PERSON:

The total securities being  
reported are beneficially  
owned by investment  
companies and other  
managed accounts of  
direct/indirect  
subsidiaries of BA, Inc.  
[formerly known as  
Brown Advisory  
Holdings Incorporated  
("BAHI")] (listed above).  
These subsidiaries may  
be deemed to be  
beneficial owners of the  
reported securities  
because applicable  
investment advisory  
contracts provide voting  
and/or investment power  
over securities.

ITEM 7. IDENTIFICATION  
AND  
CLASSIFICATION OF

THE SUBSIDIARY  
WHICH ACQUIRED  
THE SECURITY  
BEING REPORTED ON  
BY THE PARENT  
HOLDING COMPANY:

Please be advised that the initial filing and subsequent amendment for this security were made under the former parent holding entity titled "Brown Advisory Holdings Incorporated". Please further be advised that "Brown Advisory, Inc." replaced the parent holding company entity titled "Brown Advisory Holdings Incorporated" effective January 1, 2012.

Brown Advisory, Inc. ("BA, Inc.") is a parent holding company filing this schedule on behalf of the following subsidiaries pursuant to Rule 13d-1(b)(1)(ii)(G) under the Securities Exchange Act of 1934:

Brown Investment  
Advisory & Trust  
Company ("BIATC") -  
BK (Bank)  
Brown Advisory, LLC  
("BA, LLC") - IA  
(Investment Adviser)

Please note that within the initial and subsequent amended filing for this security were subsidiary entities "Alex. Brown Investment Management, Inc." ("ABIM") and "Brown Investment

Advisory Incorporated" ("BIA, Inc."). Since the initial and subsequent filing, these two entities merged into Investment Adviser entity, "Brown Advisory, LLC".

IDENTIFICATION  
AND

ITEM 8. CLASSIFICATION OF  
MEMBERS OF THE  
GROUP:

ITEM 9. NOTICE OF  
DISSOLUTION OF  
GROUP:

ITEM 10. CERTIFICATION:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 06, 2013

Date

Brown Advisory Incorporated ("BA,Inc.")

Brett D. Rogers

Chief Compliance Officer

---

SIGNATURE

Signature

Brett D. Rogers, Chief Compliance Officer

---

Name/Title

Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (see 18 U.S.C. 1001).

CUSIP No.: 636518102

Joint Filing Agreement

-----

Party signing this filing agrees that this statement is submitted as a joint filing on behalf of the undersigned:

Brown Advisory Incorporated ("BA,Inc") - Parent Holding Company

Brown Investment Advisory & Trust Company ("BIATC")

Brown Advisory, LLC("BA, LLC")