

TEXAS INSTRUMENTS INC  
Form 4  
July 28, 2016

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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)  
07/27/2016

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

DALLAS, TX 75243

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

(City) (State) (Zip)

**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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	07/27/2016		M		107,500	A	\$ 23.05
Common Stock	07/27/2016		M		107,500	A	\$ 34.63
Common Stock	07/27/2016		S		215,000	D	\$ 70.5415 (1)
Common Stock	07/27/2016		M		30,000	A	\$ 34.63
Common Stock	07/27/2016		G	V	30,000	D	\$ 0

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Common Stock	20,000 <sup>(2)</sup>	I	By Trust-Children
Common Stock	2,081.33 <sup>(3)</sup>	I	By Trust-- PS
Common Stock	44.45 <sup>(4)</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)	\$ 23.05	07/27/2016		M	107,500	<sup>(5)</sup> 01/28/2020	Common Stock 107,500
NQ Stock Option (Right to Buy)	\$ 34.63	07/27/2016		M	107,500	<sup>(6)</sup> 01/27/2021	Common Stock 107,500
NQ Stock Option (Right to Buy)	\$ 34.63	07/27/2016		M	30,000	<sup>(6)</sup> 01/27/2021	Common Stock 30,000

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
	Sr. Vice President & CFO

MARCH KEVIN P  
12500 TI BOULEVARD  
DALLAS, TX 75243

## Signatures

/s/ Cynthia H. Grimm, Attorney  
In Fact

07/28/2016

\_\_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) The price in Table 1 is a weighted average sale price. The sales were at prices ranging from \$70.50 to \$70.86. The Issuer undertakes to provide upon request a detailed breakout of the sale prices and the number of shares sold at each price.
- (2) Beneficial ownership by reporting person disclaimed.  
  
Estimated shares attributable to TI Universal Profit Sharing Account as of 6-30-2016. (Interests in this account are denominated in units.
- (3) Consequently, share amount shown is an estimate.) This statement does not include changes in beneficial ownership of shares held in such account occurring after 6-30-2016 that are eligible for deferred reporting on Form 5.  
  
Estimated shares attributable to TI 401(k) Account as of 6-30-2016. (Interests in this account are denominated in units. Consequently,
- (4) share amount shown is an estimate.) This statement does not include changes in beneficial ownership of shares held in this account occurring after 6-30-2016 that are eligible for deferred reporting on Form 5.
- (5) The option became exercisable in four equal annual installments beginning on January 28, 2011.
- (6) The option became exercisable in four equal annual installments beginning on January 27, 2012.

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.