

TEXAS INSTRUMENTS INC
Form 4
January 30, 2017

FORM 4

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

OMB APPROVAL

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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 *
TEMPLETON RICHARD K

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)
01/26/2017

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman, President & CEO

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount or Price | | |
| Common Stock | 01/26/2017 | | M | | 40,000 A \$ 23.05 | D | |
| Common Stock | 01/26/2017 | | M | | 180,000 A \$ 23.05 | D | |
| Common Stock | 01/26/2017 | | A | | 69,392 (1) A \$ 0 | D | |
| Common Stock | 01/26/2017 | | S | | 220,000 D \$ 78.86 (2) | D | |
| Common Stock | 01/27/2017 | | M | | 220,000 A \$ 23.05 | D | |

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| | | | | | | | | |
|--------------|------------|---|---------|---|--------------------|---------------|---|-----------------|
| Common Stock | 01/27/2017 | S | 77,677 | D | \$ 77.95 (3) | 1,164,879 | D | |
| Common Stock | 01/27/2017 | S | 142,323 | D | \$ 78.64 (4) | 1,022,556 | D | |
| Common Stock | 01/30/2017 | M | 100,000 | A | \$ 23.05 | 1,122,556 | D | |
| Common Stock | 01/30/2017 | S | 100,000 | D | \$ 77.82 (5) | 1,022,556 | D | |
| Common Stock | | | | | | 45,711 (6) | I | By Children |
| Common Stock | | | | | | 205.61 (7) | I | By Trust 401(k) |
| Common Stock | | | | | | 12,948.31 (8) | I | By Trust PS |

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 Security (Instr. 3 and 4) | Am | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|------------|--------------|----|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Nur Sha | |
| NQ Stock Option (Right to Buy) | \$ 23.05 | 01/26/2017 | | M | | 40,000 | (9) | 01/28/2020 | Common Stock | 40 |
| NQ Stock Option (Right to Buy) | \$ 23.05 | 01/26/2017 | | M | | 180,000 | (9) | 01/28/2020 | Common Stock | 18 |
| | \$ 23.05 | 01/27/2017 | | M | | 220,000 | (9) | 01/28/2020 | | 22 |

NQ
Stock
Option
(Right to
Buy)

Common
Stock

NQ
Stock
Option
(Right to
Buy)

\$ 23.05 01/30/2017 M 100,000 (9) 01/28/2020

Common
Stock 10

NQ
Stock
Option
(Right to
Buy)

\$ 79.26 01/26/2017 A 333,615 (10) 01/26/2027

Common
Stock 33

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| TEMPLETON RICHARD K 12500 TI BOULEVARD DALLAS, TX 75243 | X | | Chairman, President & CEO | |

Signatures

/s/ Muriel C. McFarling, Attorney
in Fact 01/30/2017

**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) Award of restricted stock units pursuant to 2009 Long-Term Incentive Plan.

(2) The price in Table 1 is a weighted average sale price. The sales were at prices ranging from \$78.53 to \$79.45. The Issuer undertakes to provide upon request a detailed breakout of the sale prices and the number of shares sold at each price.

(3) The price in Table 1 is a weighted average sale price. The sales were at prices ranging from \$77.74 to \$78.32. The Issuer undertakes to provide upon request a detailed breakout of the sale prices and the number of shares sold at each price.

(4) The price in Table 1 is a weighted average sale price. The sales were at prices ranging from \$78.33 to \$78.935. The Issuer undertakes to provide upon request a detailed breakout of the sale prices and the number of shares sold at each price.

(5) The price in Table 1 is a weighted average sale price. The sales were at prices ranging from \$77.40 to \$78.065. The Issuer undertakes to provide upon request a detailed breakout of the sale prices and the number of shares sold at each price.

(6) Beneficial ownership by reporting person disclaimed.

(7) Estimated shares attributable to TI 401(k) Account as of 12-31-2016. (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 12-31-2016 that are eligible for deferred reporting on Form 5.

(8)

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Estimated shares attributable to TI Universal Profit Sharing Account as of 12-31-2016. (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 such account occurring after 12-31-2016 that are eligible for deferred reporting on Form 5.

(9) The option became exercisable in four equal annual installments beginning on January 28, 2011.

(10) The option becomes exercisable in four equal annual installments beginning on January 26, 2018.

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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