

TEXAS INSTRUMENTS INC
 Form 4
 February 01, 2008

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 *
 LOWE GREGG A

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)
 01/31/2008

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 SR. VICE PRESIDENT

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	(D)	Price
Common Stock	01/31/2008		F ⁽¹⁾		8,057	D	\$ 30.85
Common Stock	02/01/2008		S ⁽²⁾		2,200	D	\$ 30.66
Common Stock	02/01/2008		S ⁽²⁾		1,400	D	\$ 30.79
Common Stock	02/01/2008		S ⁽²⁾		1,200	D	\$ 30.84
Common Stock	02/01/2008		S ⁽²⁾		900	D	\$ 30.845
							343,429
							341,229
							339,829
							338,629
							337,729

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Common Stock	02/01/2008	S ⁽²⁾	1,000	D	\$ 30.85	336,729	D	
Common Stock	02/01/2008	S ⁽²⁾	1,400	D	\$ 30.98	335,329	D	
Common Stock	02/01/2008	S ⁽²⁾	4,800	D	\$ 30.99	330,529	D	
Common Stock	02/01/2008	S ⁽²⁾	1,200	D	\$ 31	329,329	D	
Common Stock	02/01/2008	S ⁽²⁾	1,000	D	\$ 31.005	328,329	D	
Common Stock	02/01/2008	S ⁽²⁾	600	D	\$ 31.02	327,729	D	
Common Stock	02/01/2008	S ⁽²⁾	400	D	\$ 31.15	327,329	D	
Common Stock	02/01/2008	S ⁽²⁾	1,600	D	\$ 31.16	325,729	D	
Common Stock	02/01/2008	S ⁽²⁾	800	D	\$ 31.17	324,929	D	
Common Stock	02/01/2008	S ⁽²⁾	1,700	D	\$ 31.175	323,229	D	
Common Stock	02/01/2008	S ⁽²⁾	1,743	D	\$ 31.26	321,486	D	
Common Stock						395.74 ⁽³⁾	I	By Trust--401(k)
Common Stock						3,087.36 ⁽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.

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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,	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
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4, and 5)

Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Code V (A) (D)			

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LOWE GREGG A 12500 TI BOULEVARD DALLAS, TX 75243			SR. VICE PRESIDENT	

Signatures

CYNTHIA H. HAYNES, ATTORNEY IN FACT	02/01/2008
<u> </u> **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) Withholding of shares of common stock to satisfy tax withholding obligation (relating to vesting of a previously granted award).
Estimated shares attributable to TI Universal Profit Sharing Account as of 12-31-07. (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 such account occurring after 12-31-07 that are eligible for deferred reporting on Form 5.
- (2) Sales effected pursuant to a Rule 10b5-1 trading plan entered into by the reporting person on July 26, 2007.
Estimated shares attributable to TI 401(k) Account as of 12-31-07. (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 12-31-07 that are eligible for deferred reporting on Form 5.
- (3) share amount shown is an estimate.) This statement does not include changes in beneficial ownership of shares held in this account occurring after 12-31-07 that are eligible for deferred reporting on Form 5.

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.