

RITCHIE KEVIN J

Form 4

November 08, 2010

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
RITCHIE KEVIN J

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)
11/05/2010

____ Director ____ 10% Owner
____X____ 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)
____X____ 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	11/05/2010		M		175,000	A	\$ 16.11	427,618 D
Common Stock	11/05/2010		M		90,000	A	\$ 16.25	517,618 D
Common Stock	11/05/2010		S ⁽¹⁾		265,000	D	\$ 31.1836	252,618 D
Common Stock							3,047.08 ⁽²⁾	I By Trust--401(k)
Common Stock							5,190.8 ⁽³⁾	I By Trust--PS

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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)	\$ 16.11	11/05/2010		M	175,000	<u>(4)</u> 01/15/2013	Common Stock 175,000
NQ Stock Option (Right to Buy)	\$ 16.25	11/05/2010		M	90,000	<u>(5)</u> 02/20/2013	Common Stock 90,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
RITCHIE KEVIN J 12500 TI BOULEVARD DALLAS, TX 75243	Sr. Vice President

Signatures

/s/ Daniel M. Drory, Attorney
In Fact 11/08/2010

__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 \$31.10 to \$31.22. The Issuer undertakes to provide upon request a detailed breakout of the sale prices and the number of shares sold at each price.

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- Estimated shares attributable to TI 401(k) Account as of 9-30-2010. (Interests in this account are denominated in units. Consequently, (2) share amount shown is an estimate.) This statement does not include changes in beneficial ownership of shares held in this account occurring after 9-30-2010 that are eligible for deferred reporting on Form 5.

- Estimated shares attributable to TI Universal Profit Sharing Account as of 9-30-2010. (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 9-30-2010 that are eligible for deferred reporting on Form 5.
- (4) The option becomes exercisable in four equal annual installments beginning on January 15, 2004.
- (5) The option become exercisable in three installments with fifty percent becoming exercisable on the second anniversary date of the grant and an additional twenty-five percent becoming exercisable on the third and fourth anniversary dates.

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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