Lovett Melendy E Form 4 February 08, 2013

## FORM 4

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

January 31, Expires: 2005 Estimated average

0.5

**OMB APPROVAL** 

Form 4 or Form 5 obligations may continue.

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

burden hours per response...

See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Lovett Melendy E			2. Issuer Name and Ticker or Trading Symbol TEXAS INSTRUMENTS INC [TXN]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last) 12500 TI BO	(First) ULEVARD	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 02/06/2013	Director 10% Owner X Officer (give title Other (specify below) Sr. Vice President		
	(Street)		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		
DALLAS, TX 75243				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. Transactic Code (Instr. 8)	4. Securit boor Dispos (Instr. 3, 4	ed of	` ′	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)
Common Stock	02/06/2013		M		A	\$ 14.95	90,625	D	
Common Stock	02/06/2013		M	28,125	A	\$ 14.95	118,750	D	
Common Stock	02/06/2013		S(1)	56,250	D	\$ 33.5292	62,500	D	
Common Stock							2,908.23 (2)	Ι	By TrustPS

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.

SEC 1474 (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. Transactic Code (Instr. 8)	5. Number of orDerivative 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)	\$ 14.95	02/06/2013		M	28,125	(3)	01/29/2019	Common Stock	28,125
NQ Stock Option (Right to Buy)	\$ 14.95	02/06/2013		M	28,125	<u>(3)</u>	01/29/2019	Common Stock	28,125

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			

Lovett Melendy E 12500 TI BOULEVARD DALLAS, TX 75243

Sr. Vice President

# **Signatures**

/s/ Daniel M. Drory, Attorney
In Fact

02/08/2013

\*\*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 \$33.5100 to \$33.5750. The Issuer undertakes to provide upon request a detailed breakout of the sale prices and the number of shares sold at each price.

Reporting Owners 2

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- Estimated shares attributable to TI Universal Profit Sharing Account as of 1-31-13. (Interests in this account are denominated in units.
- (2) Consequently, share amount shown is an estimate.) This statement does not include changes in beneficial ownership of shares held in such account occurring after 1-31-13 reporting on Form 5.
- (3) The option becomes exercisable in four equal annual installments beginning on January 29, 2010.

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.