

DAVERN ALEXANDER M
Form 4
May 02, 2018

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
DAVERN ALEXANDER M

2. Issuer Name and Ticker or Trading Symbol
NATIONAL INSTRUMENTS
CORP [NATI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
President & CEO

(Last) (First) (Middle)
C/O NATIONAL INSTRUMENTS
CORP, 11500 NORTH MOPAC

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
05/01/2018

AUSTIN, TX 78759

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)
Common Stock	05/01/2018		M	V	89 ⁽¹⁾ A \$ 34.7565	148,102	D
Common Stock	05/01/2018		M		29,586 A ⁽²⁾ 177,688		D
Common Stock	05/01/2018		F		9,677 D \$ 40.0676	168,011	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

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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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(2)	05/01/2018		M	2,431	(3)	05/01/2024	Common Stock	2,431
Restricted Stock Units	(2)	05/01/2018		M	2,767	(3)	05/01/2025	Common Stock	2,767
Restricted Stock Units	(2)	05/01/2018		M	2,767	(3)	05/01/2027	Common Stock	2,767
Restricted Stock Units	(2)	05/01/2018		M	1,660	(3)	05/01/2028	Common Stock	1,660
Restricted Stock Units	(2)	05/01/2018		M	1,660	(3)	05/01/2029	Common Stock	1,660
Restricted Stock Units	(2)	05/01/2018		M	2,767	(3)	05/01/2030	Common Stock	2,767
Restricted Stock Units	(2)	05/01/2018		M	3,034	(3)	05/01/2031	Common Stock	3,034
Restricted Stock Units	(2)	05/01/2018		M	12,500	(4)	05/01/2032	Common Stock	12,500

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

DAVERN ALEXANDER M
C/O NATIONAL INSTRUMENTS CORP
11500 NORTH MOPAC
AUSTIN, TX 78759

X

President & CEO

Signatures

David G. Hugley as attorney-in-fact for Alexander M.
Davern

05/02/2018

__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) Acquisition of stock under Issuer's employee stock purchase plan.
- (2) Each restricted stock unit represents a contingent right to receive one share of the Issuer's common stock.
- (3) The restricted stock units vest and become exercisable based on time and performance milestones set by the Issuer.
- (4) The restricted stock units vest in four equal annual installments on the anniversary of the vesting commencement date of May 1, 2017.

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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