TRUCHARD JAMES J

Form 4

January 24, 2006

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

30(h) of the Investment Company Act of 1940

OMB

3235-0287 Number:

OMB APPROVAL

January 31, Expires: 2005

Estimated average burden hours per

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if no longer subject to Section 16. Form 4 or Form 5

Check this box

SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue.

See Instruction 1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * TRUCHARD JAMES J

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

NATIONAL INSTRUMENTS CORP /DE/ [NATI]

(Check all applicable)

President

(Middle) 3. Date of Earliest Transaction

(Month/Day/Year) 01/23/2006

_X__ Director _X__ 10% Owner X_ Officer (give title Other (specify below)

C/O NATIONAL INSTRUMENTS CORP, 11500 N. MOPAC EXPRESSWAY, BLDG. B

(First)

(Street)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check Applicable Line)

AUSTIN, TX 78759-3504

X Form filed by One Reporting Person Form filed by More than One Reporting Person

(City)	(State)	(Zip)	Table I - Non-	Derivative Securities A	cquired, Disposed	d of, or Benef	icially Owned
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securities Acquired	5. Amount of	6.	7. Nature of

Filed(Month/Day/Year)

Ownership Indirect Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of Securities (Instr. 3) Beneficially Form: Beneficial (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned Direct (D) Ownership or Indirect Following (Instr. 4) Reported (A) Transaction(s) (Instr. 4) or (Instr. 3 and 4) Code V Amount (D) Price Common \$ 5,250 01/23/2006 S D D 16,718,291 (1) Stock 32.4

by The Truchard Common 5.250 D 1,442,625 01/23/2006 S I Stock (1) 32.4 Descendants' Trust

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

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form

(9-02)

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displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

	2.	3. Transaction Date		4. T	5.	6. Date Exerc		7. Titl		8. Price of	9. Nu
	Conversion	(Month/Day/Year)		Transactio		Expiration Da		Amou		Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	rlyıng	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	•		Secur	ities	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	. 3 and 4)		Owne
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						(IIIsti
					4, and 5)						
									Amount		
						D.	E		or		
						Date	Expiration	Title	Number		
						Exercisable	Date		of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
TRUCHARD JAMES J						
C/O NATIONAL INSTRUMENTS CORP	X	X	President			
11500 N. MOPAC EXPRESSWAY, BLDG. B	Λ	Λ	Flesidelit			
AUSTIN, TX 78759-3504						

Signatures

David G. Hugley as attorney-in-fact for James J.

Truchard

01/24/2006

**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) Shares were sold under Reporting Person's 10(b)5-1 Plan.

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.

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