Edgar Filing: FINGER MARK - Form 4

FINGER M. Form 4													
FORN	ЛЛ						VOU	• • •			OMB A	PPROVAL	
	UNITE	DSTATES				ND E D.C.			NGE CU	OMMISSION	OMB Number:	3235-0287	
Check th if no lon subject t Section Form 4 c	ger STATE 16.	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES								Expires: January 31 2009 Estimated average burden hours per response 0.4			
Form 5 obligatic may con <i>See</i> Instr 1(b).	tinue. Section 1	7(a) of the		tility	Holo	ding C	ompa	any	Act of 1	Act of 1934, 1935 or Section	l		
(Print or Type	Responses)												
1. Name and A FINGER M	2. Issuer Name and Ticker or Trading Symbol NATIONAL INSTRUMENTS CORP /DE/ [NATI]						0	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
(Last) C/O NATIO INSTRUM BLDG B	3. Date of Earliest Transaction (Month/Day/Year) 11/01/2006						- - ł	Director 10% Owner X Officer (give title Other (specify below) below) Vice President					
				(Month/Day/Year)					1	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
AUSTIN, T	TX 78759								-	Form filed by More Person			
(City)	(State)	(Zip)	Tab	le I - N	lon-E	Derivati	ve Sec	curi	ties Acqu	ired, Disposed of,	or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Year		Date, if	Code (Instr.	. 8)	4. Secu nor Disp (Instr.	oosed o 3, 4 an (A or	of (I nd 5) A) r	D)	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	11/01/2006			М	V	137 <u>(</u> 1	<u>)</u> A		\$ 23.5875	17,808	D		

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.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

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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. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	;	ate	7. Title Amoun Underl Securi (Instr.	nt of lying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Own Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
FINGER MARK C/O NATIONAL INSTRUMENTS 11500 MOPAC BLDG B AUSTIN, TX 78759			Vice President				
Signatures							
David G. Hugley as attorney-in-fact Finger	12/14/2006						
<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) Acquisition of stock under Issuer's employee stock purchase 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.