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

## INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

FORM 3

OMB APROVAL OMB NUMBER: 3235-0104 Expires: September 30, 1998
Estimated average burden
hours per response.....0.5

Filed nursuant to Section 16(a) of the Securities Eychange Act of 1934 Section

| 17( | (a) of the Public Utility<br>Section 30(f) of the Inv             | / Holding Company Act  |   | CCIOII                                   |  |  |  |  |
|-----|---|------------------------|---|--|--|--|--|--|
| (Pr | rint or Type Responses)   |                        |   |  |  |  |  |  |
| 1.  | Name and Address of Repo  | orting Person*         |   |  |  |  |  |  |
|     | Texas Instruments Incorp  |                        |   |  |  |  |  |  |
|     | (Last)  | (First)                | (Middle)  |  |  |  |  |  |
|     | 8505 Forest Lane, P.O. I  |                        |   |  |  |  |  |  |
|     |   | (Street)               |   |  |  |  |  |  |
|     | Dallas  | Texas                  | 75266-01  | 99                                       |  |  |  |  |
|     | (City)  | (State)                | (Zip  | )  |  |  |  |  |
| 2.  | Date of Event Requiri   | ng Statement (Month/Da | ay/Year)  |  |  |  |  |  |
| 3.  | IRS or Social Security<br>75-0289970                              |                        | Person (Voluntary)  |  |  |  |  |  |
| 4.  | Issuer Name and Ticker  | c., (NYSE:MU)          |   |  |  |  |  |  |
| 5.  | Relationship of Reporting Person to Issuer (Check all applicable) |                        |   |  |  |  |  |  |
|     | Director  |                        | X 10% Owner   |  |  |  |  |  |
|     | Officer (give title   | below)                 | Other (specify be   | low)                                     |  |  |  |  |
| 6.  | If Amendment, Date of   |                        | rear)   |  |  |  |  |  |
|     |   |                        |   |  |  |  |  |  |
| 7.  | Individual or Joint/Gro   | oup Filing (Check Appl | licable Line)   |  |  |  |  |  |
|     | K Form filed by One Repor   | rting Person           |   |  |  |  |  |  |
|     | Form filed by More than   | n One Reporting Persor | 1   |  |  |  |  |  |
|     | Table I Non-De  | erivative Securities E | Beneficially Owned  |  |  |  |  |  |
| 1.  | Title of Security<br>(Instr. 4)                                   |                        | 2. Amount of Securities<br>Beneficially Owned<br>(Instr. 4) | 3. Ownership<br>Form: Dire<br>(D) or Ind |  | . Nature of Indirect<br>Beneficial Ownersh<br>(Instr. 5) |  |  |

Common Stock, par value \$0.10 per share 28,933,092

(I)(Instr. 5)

Beneficial Ownership

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

\* If the form is filed by more than one reporting person, see Instruction 5(b)(v).

Table II Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4)                      | 2. Date Exerc<br>and Expira<br>Date (Mont<br> |         | Securitie    | Amount of us Underlying ee Security4) Amount or Number of Shares | 4. Conversion or Exercise Price of Derivative Security | ship<br>Form of<br>Deriv-<br>ative<br>Security:<br>Direct | Nature of In- direct Bene- ficial Owner- ship (Instr. 5) |
|---|---|---------|--------------|--|--|---|--|
| \$324,703,000 6 1/2% Convertible<br>Subordinated Notes due 2005 | 10/1/98                                       | 10/1/05 | Common Stock | 5,411,727  | 16.6667 per<br>\$1000                                  | )   |  |
| \$415,297,000 6 1/2% Convertible<br>Subordinated Notes due 2005 | 10/1/98                                       | 10/1/05 | Common Stock | 6,921,631  | 16.6667 per<br>\$1000                                  | I By Su   | bsidiary   |

Explanation of Responses:

 October 8, 1998

Date

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.

Page 2 SEC 1473 (7-96)

<sup>\*\*</sup>Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).