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SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K

Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934

Date of Report: July 2, 1998

TEXAS INSTRUMENTS INCORPORATED
(Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation)	1-3761 (Commission File No.)	75-0289970 (IRS Employer Identification No.)
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8505 Forest Lane P.O. Box 660199 Dallas, Texas	75266-0199 (Zip Code)
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(Address of principal executive offices)

Registrant's telephone number, including area code: 972-995-3773

(Former name or former address, if changed since last report.)

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Item 5. Other Events.

See the attached press release dated June 19, 1998.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

TEXAS INSTRUMENTS INCORPORATED

By: /s/ William A. Aylesworth

William A. Aylesworth
Senior Vice President,
Treasurer and Chief Financial
Officer

July 2, 1998

PRESS RELEASE

Texas Instruments Adopts New Stockholder Rights Plan

Dallas (June 19, 1998) -- Texas Instruments Incorporated (NYSE:TXN) announced today that its Board of Directors has adopted a new Stockholder Rights Plan to replace the rights plan that expired on June 17, 1998.

Under the new plan, which is substantially similar to the expired plan, Rights will be distributed as a dividend at the rate of one Right for each share of common stock of the company held by stockholders of record at the close of business on June 30, 1998. Each Right will entitle stockholders to buy, upon occurrence of certain events, one unit of a share of preferred stock for \$200.

The Rights generally will be exercisable only if a person or group acquires beneficial ownership of 20 percent or more of the company's common stock, or commences a tender or exchange offer that, upon consummation, would result in a person or group owning 20 percent or more of the company's common stock.

Under certain circumstances the new Rights are redeemable at a price of 1 cent per Right and will expire on June 18, 2008.

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