

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

FORM 8-K

**CURRENT REPORT PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934**

DATE OF REPORT (DATE OF EARLIEST EVENT REPORTED): December 15, 2011

TEXAS INSTRUMENTS INCORPORATED

(Exact name of registrant as specified in charter)

DELAWARE
(State or other jurisdiction of incorporation)

001-03761
(Commission file number)

75-0289970
(I.R.S. employer identification no.)

**12500 TI BOULEVARD
P.O. BOX 660199
DALLAS, TEXAS 75266-0199**
(Address of principal executive offices)

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

Check the appropriate box below if the Form 8-K is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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ITEM 3.01. Notice of Delisting or Failure to Satisfy a Continued Listing Rule; Transfer of Listing

On December 15, 2011, Texas Instruments Incorporated (“TI”) provided written notice to the New York Stock Exchange (“NYSE”) that TI expects to voluntarily delist from the NYSE at the close of trading on December 30 2011, and intends to transfer its listing to the NASDAQ Global Select Market (“NASDAQ”) to commence trading on the next business day, January 3, 2012. TI’s common stock has been approved for listing on NASDAQ, and will continue to trade under the stock symbol “TXN.”

A copy of the press release issued by TI in connection with its move from the NYSE to NASDAQ is attached hereto as Exhibit 99 and is incorporated herein by reference.

ITEM 9.01. Exhibits

<u>Designation of Exhibit in this Report</u>	<u>Description of Exhibit</u>
99	TI’s press release dated December 15, 2011, announcing the transfer of its stock exchange listing to NASDAQ.

SIGNATURES

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 hereunto duly authorized.

TEXAS INSTRUMENTS INCORPORATED

Date: December 15, 2011

By: /s/ JOSEPH F. HUBACH
Joseph F. Hubach
Senior Vice President, Secretary and
General Counsel

Texas Instruments to move to NASDAQ

Ticker symbol to remain TXN

DALLAS (Dec. 15, 2011) – Texas Instruments Incorporated (TI) (NYSE: TXN) today announced that it is transferring its stock exchange listing to The NASDAQ Global Select Market from The New York Stock Exchange, effective January 1, 2012. TI shares will begin trading as a NASDAQ-listed security on January 3, 2012, and will continue to trade under the symbol TXN.

“NASDAQ is home to many of the world’s best technology companies and is a natural fit for TI. NASDAQ itself has always been an early adopter of technology. This move will enhance our public visibility while offering our shareholders cost-effective access to advanced trading technologies,” said Ron Slaymaker, TI vice president and head of investor relations.

“We welcome Texas Instruments to NASDAQ. TI is one of the world’s most significant global semiconductor companies and its technologies power many of the most popular consumer and enterprise electronics products on the market today. TI has a long history of focusing on shareholder value and this move will only reinforce that reputation,” said Bruce Aust, Executive Vice President, Global Corporate Client Group, NASDAQ OMX.

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About Texas Instruments

Texas Instruments semiconductor innovations help 80,000 customers unlock the possibilities of the world as it could be – smarter, safer, greener, healthier and more fun. Our commitment to building a better future is ingrained in everything we do – from the responsible manufacturing of our semiconductors, to caring for our employees, to giving back inside our communities. This is just the beginning of our story. Learn more at www.ti.com.