

TEXAS INSTRUMENTS INCORPORATED

2,257,113 SHARES OF COMMON STOCK

ISSUABLE UPON CONVERSION OF TEXAS INSTRUMENTS TUCSON CORPORATION'S  
4 1/4% CONVERTIBLE SUBORDINATED NOTES DUE 2007

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This prospectus supplement amends and supplements, and should be read in conjunction with, the prospectus, dated January 4, 2001 of Texas Instruments Incorporated relating to the offering from time to time by certain selling securityholders of up to 2,257,113 shares of Texas Instruments common stock, par value \$1.00 per share, issuable upon conversion of Texas Instruments Tucson Corporation's 4 1/4% Convertible Subordinated Notes due 2007.

CHANGE IN SELLING SECURITYHOLDER INFORMATION

The table below sets forth information as of the date hereof concerning beneficial ownership of the notes and underlying common stock of the selling securityholders listed below. All information concerning beneficial ownership has been furnished by the selling securityholders.

PRINCIPAL  
AMOUNT AT  
MATURITY OF  
NOTES SHARES OF  
BENEFICIALLY  
PERCENTAGE  
COMMON STOCK  
PERCENTAGE OF  
OWNED THAT OF  
NOTES THAT MAY  
COMMON STOCK  
NAME OF SELLING  
SECURITYHOLDER  
MAY BE SOLD  
OUTSTANDING BE  
SOLD(1)  
OUTSTANDING(2)  
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Victory Capital  
Management as  
Agent for  
\$90,000 \* 2,025  
\* the Key Trust  
Convertible  
Securities Fund  
Victory Capital  
Management as  
Agent for  
\$560,000 \*  
12,600 \* the EB  
Convertible  
Securities Fund  
Victory Capital  
Management as  
Trustee for  
\$590,000 \*  
13,275 \* the  
Charitable  
Convertible  
Securities Fund  
Victory Capital  
Management as  
Agent for  
\$120,000 \*  
2,700 \* the  
Parker  
Key/Convertible

Victory Capital  
Management as  
Agent for  
\$340,000 \*  
7,650 \*  
Potlatch  
Victory Capital  
Management as  
Investment  
\$300,000 \*  
6,750 \* Advisor  
for the Victory  
Convertible  
Fund

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\* Less than 1%

(1) Assumes conversion of all of the holder's notes at a conversion price of approximately \$44.45 per share of Texas Instruments common stock. However, this conversion price will be subject to adjustment as described under "Description of Notes - Conversion of Notes" in the prospectus. As a result, the amount of Texas Instruments common stock issuable upon conversion of the notes may decrease in the future.

(2) Calculated based on Rule 13d-3(d)(i) of the Securities and Exchange Act using 1,734,022,415 shares of Texas Instruments common stock issued and outstanding as of August 7, 2002. Assumes the number of shares of Texas Instruments common stock issuable upon conversion of all of that particular holder's notes are outstanding. However, this does not include the conversion of any other holder's notes.

THE SECURITIES OFFERED HEREBY INVOLVE A HIGH DEGREE OF RISK. SEE "RISK FACTORS" BEGINNING ON PAGE 3 OF THE PROSPECTUS.

NEITHER THE SECURITIES AND EXCHANGE COMMISSION NOR ANY STATE SECURITIES COMMISSION HAS APPROVED OR DISAPPROVED OF THESE SECURITIES OR DETERMINED IF THIS PROSPECTUS IS TRUTHFUL OR COMPLETE. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

The date of this Prospectus Supplement is August 7, 2002.