

Registration No. 33-21407

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

POST EFFECTIVE AMENDMENT NO. 1

TO FORM S-8

REGISTRATION STATEMENT
Under
THE SECURITIES ACT OF 1933

TEXAS INSTRUMENTS INCORPORATED

(Exact name of Registrant as specified in its charter)

Delaware 75-0289970
(State or other jurisdiction of (I.R.S. Employer
incorporation or organization) Identification No.)

13500 North Central Expressway
P.O. Box 655474
Dallas, Texas 75265-5474
(Address of principal executive offices including zip code)

TI EMPLOYEES 1988 STOCK OPTION PURCHASE PLAN
(Full title of the plans)

Richard J. Agnich,
Senior Vice President, Secretary and General Counsel
Texas Instruments Incorporated
13500 North Central Expressway
P.O. Box 655474
Dallas, Texas 75265-5474
(Name and address of agent for service)

(972)995-2551
(Telephone number, including area code, of agent for service)

EXPLANATORY STATEMENT

A total of 4,000,000 shares of common stock of Texas Instruments Incorporated ("the Company") were registered by Registration Statement on Form S-8, File No. 33-21407, to be issued in connection with the TI Employees 1988 Stock Option Purchase Plan (the "1988 Plan"). On April 17, 1997, the stockholders of the Company approved the TI Employees 1997 Stock Purchase Plan (the "1997 Plan"), which replaces the 1988 Plan. Both the 1988 Plan and the 1997 Plan are intended to qualify as "employee stock purchase plans" under Section 423 of the Internal Revenue Code of 1986, as amended from time to time. Two million three hundred thousand (2,300,000) shares of common stock of the Company which were registered in connection with the 1988 Plan have not been issued under the 1988 Plan and, pursuant to Instruction E to Form S-8 and the telephonic interpretation of the Securities and Exchange Commission set forth at pages 137-38 of the Division of Corporation Finance's Manual of Publicly Available Telephone Interpretations (January 1997), are carried forward to, and deemed covered by, the Registration Statement of Form S-8 filed on or about the date hereof in connection with the 1997 Plan.

PART II

Item 3. Incorporation of Documents by Reference.

The Registration Statement on Form S-8, File No. 33-21407, is incorporated by reference herein.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post Effective Amendment No. 1 to the registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas and State of Texas, on the 15th day of July, 1997.

TEXAS INSTRUMENTS INCORPORATED
(Registrant)

/s/ WILLIAM A. AYLESWORTH
By: -----
William A. Aylesworth
Senior Vice President, Treasurer
and Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities indicated on the 15th day of July, 1997.

Signature	Title
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*JAMES R. ADAMS ----- James R. Adams	Chairman of the Board; Director
*DAVID L. BOREN ----- David L. Boren	Director
*JAMES B. BUSEY IV ----- James B. Busey IV	Director
*THOMAS J. ENGIBOUS ----- Thomas J. Engibous	President; Chief Executive Officer; Director
----- Gerald W. Fronterhouse	Director
----- David R. Goode	Director
*WAYNE R. SANDERS ----- Wayne R. Sanders	Director
*GLORIA M. SHATTO ----- Gloria M. Shatto	Director
*WILLIAM P. WEBER ----- William P. Weber	Vice Chairman; Director
*CLAYTON K. YEUTTER ----- Clayton K. Yeutter	Director
*WILLIAM A. AYLESWORTH ----- William A. Aylesworth	Senior Vice President; Treasurer; Chief Financial Officer; Chief Accounting Officer

*By: /s/ WILLIAM A. AYLESWORTH

William A. Aylesworth
Attorney-in-fact