



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
----- *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

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William A. Aylesworth  
Attorney-in-fact