

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person * <b>HEACOCK DAVID K</b>			2. Issuer Name and Ticker or Trading Symbol <b>TEXAS INSTRUMENTS INC [ TXN ]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>Sr. Vice President</b>			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>02/01/2012</b>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person			
12500 TI BOULEVARD			4. If Amendment, Date of Original Filed (Month/Day/Year)						
(Street)	<b>DALLAS</b>	<b>TX</b>	<b>75243</b>						
(City)	(State)	(Zip)							

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/01/2012		M		100	A	\$29.19	173,547	D	
Common Stock	02/01/2012		M		35,000	A	\$21.55	208,547	D	
Common Stock	02/01/2012		M		17,500	A	\$14.95	226,047	D	
Common Stock	02/01/2012		M		17,500	A	\$14.95	243,547	D	
Common Stock	02/01/2012		s <sup>(1)</sup>		70,100	D	\$32.8368	173,447	D	

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V		(A)	(D)						Date Exercisable
NQ Stock Option (Right to Buy)	\$29.19	02/01/2012		M		100	(2)	02/21/2012	Common Stock	100	\$0	0	D	
NQ Stock Option (Right to Buy)	\$21.55	02/01/2012		M		35,000	(3)	01/20/2015	Common Stock	35,000	\$0	0	D	
NQ Stock Option (Right to Buy)	\$14.95	02/01/2012		M		17,500	(4)	01/29/2019	Common Stock	17,500	\$0	17,500	D	
NQ Stock Option (Right to Buy)	\$14.95	02/01/2012		M		17,500	(4)	01/29/2019	Common Stock	17,500	\$0	17,500	D	

**Explanation of Responses:**

- The price in Table 1 is a weighted average sale price. The sales were at prices ranging from \$32.7950 to \$32.9000. The Issuer undertakes to provide upon request a detailed breakout of the sale prices and the number of shares sold at each price.
- The option became 100% exercisable on February 21, 2003.
- The option becomes exercisable in four equal annual installments beginning on January 20, 2006.
- The option becomes exercisable in four equal annual installments beginning on January 29, 2010.

/s/ Daniel M. Drory, Attorney 02/02/2012  
In Fact Date

\*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.