

AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON AUGUST 28, 2000

REGISTRATION NO. 333-07127

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
(State or other jurisdiction of
incorporation or organization)

75-0289970
(I.R.S. Employer
Identification No.)

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

TEXAS INSTRUMENTS 1996 LONG-TERM INCENTIVE PLAN
(Full title of the plans)

JOSEPH F. HUBACH
SENIOR VICE PRESIDENT, SECRETARY AND GENERAL COUNSEL
TEXAS INSTRUMENTS INCORPORATED
12500 TI BOULEVARD
P.O. BOX 660199
DALLAS, TEXAS 75266-0199
(Name and address of agent for service)

(972) 995-3773
(Telephone number, including area code, of agent for service)

EXPLANATORY STATEMENT

A total of 60,023,440 shares of common stock of Texas Instruments Incorporated were registered by Registration Statement on Form S-8, File No. 33-07127, to be issued in connection with the Texas Instruments 1996 Long-Term Incentive Plan. On April 20, 2000, the stockholders of Texas Instruments approved the Texas Instruments 2000 Long-Term Incentive Plan, which replaces the 1996 Long-Term Incentive Plan. 40,166,647 shares of common stock of Texas Instruments which were registered in connection with the 1996 Long-Term Incentive Plan have not been issued under the 1996 Long-Term Incentive 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 2000 Long-Term Incentive Plan.

PART II

ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE.

The Registration Statement on Form S-8, File No. 33-07127, 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 28th day of August, 2000.

TEXAS INSTRUMENTS INCORPORATED

By: /s/ WILLIAM A. AYLESWORTH

 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 28th day of August, 2000.

SIGNATURE -----	TITLE -----
/s/ *JAMES R. ADAMS ----- James R. Adams	Chairman of the Board; Director
/s/ *DAVID L. BOREN ----- David L. Boren	Director
/s/ *JAMES B. BUSEY IV ----- James B. Busey IV	Director
----- Daniel A. Carp	Director
/s/ *THOMAS J. ENGIBOUS ----- Thomas J. Engibous	President; Chief Executive Officer; Director
/s/ *GERALD W. FRONTERHOUSE ----- Gerald W. Fronterhouse	Director
/s/ *DAVID R. GOODE ----- David R. Goode	Director
----- Wayne R. Sanders	Director
----- Ruth J. Simmons	Director
/s/ *CLAYTON K. YEUTTER ----- Clayton K. Yeutter	Director

SIGNATURE

TITLE

/s/ *WILLIAM A. AYLESWORTH

Senior Vice President; Treasurer; Chief
Financial Officer

William A. Aylesworth

/s/ M. SAMUEL SELF

Senior Vice President; Controller; Chief
Accounting Officer

M. Samuel Self

*By: /s/ WILLIAM A. AYLESWORTH

William A. Aylesworth
Attorney-in-fact