SEC Form 4
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## FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL

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3235-0287

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

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

1. Name and Address of Reporting Person <sup>*</sup> Van Haren Julie			2. Issuer Name and Ticker or Trading Symbol <u>TEXAS INSTRUMENTS INC</u> [ TXN ]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner
(Last) (First) (Middle) 12500 TI BOULEVARD		(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 01/28/2021	X Officer (give title Other (specify below) below) Sr. Vice President
(Street) DALLAS	ТХ	75243	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting
(City)	(State)	(Zip) Table I - Non-D	erivative Securities Acquired, Disposed of, or Ben	Person

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transa Code ( 8)					5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership	
			Code	v	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		(Instr. 4)	
Common Stock	01/28/2021		A		3,546 <sup>(1)</sup>	A	<b>\$</b> 0	23,781	D		
Common Stock	01/28/2021		М		7,583	A	\$79.26	31,364	D		
Common Stock	01/28/2021		М		16,150	A	\$110.15	47,514	D		
Common Stock	01/28/2021		S		23,733	D	\$169.7266 <sup>(2)</sup>	23,781	D		
Common Stock								597.2225 <sup>(3)</sup>	Ι	By Trust 401(k)	
Common Stock								25.14 <sup>(4)</sup>	Ι	By Trust PS	

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

	(e.g., puis, cans, 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. Transa Code ( 8)		Derivative Expira		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	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		Transaction(s) (Instr. 4)		
NQ Stock Option (Right to Buy)	\$169.23	01/28/2021		A		14,743		(5)	01/28/2031	Common Stock	14,743	\$169.23	14,743	D	
NQ Stock Option (Right to Buy)	\$79.26	01/28/2021		М			7,583	(6)	01/26/2027	Common Stock	7,583	\$0	0	D	
NQ Stock Option (Right to Buy)	\$110.15	01/28/2021		М			16,150	(7)	01/25/2028	Common Stock	16,150	\$0	5,384	D	

Explanation of Responses:

1. Award of restricted stock units pursuant to 2009 Long-Term Incentive Plan.

2. The price in Table 1 is a weighted average sale price. The sales were at prices ranging from \$169.51 to \$170.12. The Issuer undertakes to provide upon request a detailed breakout of the sale prices and the number of shares sold at each price.

3. Estimated shares attributable to TI 401(k) Account as of 12-31-2020. (Interests in this account are denominated in units. Consequently, share amount shown is an estimate.) This statement does not include changes in beneficial ownership of shares held in this account occurring after12-31-2020 that are eligible for deferred reporting on Form 5.

4. Estimated shares attributable to TI Universal Profit Sharing Account as of 12-31-2020. (Interests in this account are denominated in units. Consequently, share amount shown is an estimate.) This statement does not include changes in beneficial ownership of shares held in such account occurring after 12-31-2020 that are eligible for deferred reporting on Form 5.

5. The option becomes exercisable in four equal annual installments beginning on January 28, 2022.

6. The option became exercisable in four equal annual installments beginning on January 26, 2018.

7. The option became exercisable in four equal annual installments beginning on January 25, 2019.

/s/ Katharine Kane, Attorney In Fact 02/01/2021

\*\* Signature of Reporting Person Date

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

 $^{\ast}$  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.