

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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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).

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

1. Name and Address of Reporting Person* HAMES MICHAEL J			2. Issuer Name and Ticker or Trading Symbol TEXAS INSTRUMENTS INC [TXN]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner X Officer (give title below) Other (specify below) Sr. Vice President		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 01/29/2009			6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person		
12500 TI BOULEVARD			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street)	(City)	(State)	(Zip)	DALLAS TX 75243				

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	01/29/2009		A ⁽¹⁾		35,000	A	\$0	265,630	D	
Common Stock	01/29/2009		A ⁽²⁾		35,000	A	\$0	300,630	D	
Common Stock	01/30/2009		s ⁽³⁾		50,000	D	\$14.87	250,630	D	
Common Stock								992 ⁽⁴⁾	I	By Spouse
Common Stock								272.71 ⁽⁵⁾	I	By Trust-401(k)
Common Stock								6,931.13 ⁽⁶⁾	I	By Trust-PS

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	Expiration Date	Title	Amount or Number of Shares				
NQ Stock Option (Right to Buy)	\$14.95	01/29/2009		A		105,000		(7)	01/29/2019	Common Stock	105,000	\$0	105,000	D	
NQ Stock Option (Right to Buy)	\$14.95	01/29/2009		A		105,000		(8)	01/29/2019	Common Stock	105,000	\$0	105,000	D	

Explanation of Responses:

- Award of restricted stock units pursuant to 2000 Long Term Incentive Plan.
- Supplemental award of restricted stock units pursuant to 2000 Long Term Incentive Plan.
- Sale effected pursuant to a Rule 10b5-1 trading plan entered into by the reporting person on 10-25-07.
- Beneficial ownership by reporting person disclaimed.
- Estimated shares attributable to TI 401(k) Account as of 12-31-08. (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 after 12-31-08 that are eligible for deferred reporting on Form 5.
- Estimated shares attributable to TI Universal Profit Sharing account as of 12-31-08. (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 12-31-08 that are eligible for deferred reporting on Form 5.
- The option becomes exercisable in four equal annual installments beginning on January 29, 2010.
- Supplemental option grant; becomes exercisable in four equal annual installments beginning on January 29, 2010.

/s/ Daniel M. Drory, Attorney In Fact 01/30/2009

** 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.

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