FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, I	D.C.	20549
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STATEMENT	OF CHANGES	IN BENEFICIAL	OWNERSHI

OMB APPROVAL								
OMB Number: 3235-028								
Estimated average burden								
hours per response:	0.5							

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* <u>CARP DANIEL A</u>					2. Issuer Name and Ticker or Trading Symbol TEXAS INSTRUMENTS INC [TXN]								ck all applica	able)	Reporting Person(s) to Issuer ble) 10% Owner			
(Last) (First) (Middle) 12500 TI BOULEVARD					3. Date of Earliest Transaction (Month/Day/Year) 01/16/2004								Officer (below)	give title		Other (s below)	pecify	
(Street) DALLA (City)		tate)	75243 (Zip)		4. If Amendment, Date of Original Filed (Month/Day/Year)						Line	Form fil Form fil Person	ual or Joint/Group Filing (Check Applicable Form filed by One Reporting Person Form filed by More than One Reporting Person					
		Та	ble I - Non	ı-Deriva	tive S	ecuritie	es A	cqui	ired, [Disp	osed of,	or Ben	eficially	Owned				
Date			2. Transac Date (Month/Da	Execution Date		tte, Transaction Disposed (Code (Instr. 5)		ies Acquired (A) or Of (D) (Instr. 3, 4 an		5. Amoun Securities Beneficial Owned Fo Reported	i lly	Form:	Direct Indirect str. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)				
								Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)				(5 4)	
Common Stock													8,6	8,664		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 (Instr. 3) 3. Transaction Date Execution Date (Month/Day/Year) if any (Month/Day/Year)			Code	ransaction of code (Instr. De) Se Ad (A Di of		of Ex		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amou of Securities Underlying Derivative Securit (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number derivative Securitie Beneficia Owned Following Reported Transacti (Instr. 4)	e s ally g	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)		
				Code	e V	(A)	(D)	Date Exerc	cisable		xpiration ate	Title	Amount or Number of Shares					
Stock	\$1 ⁽¹⁾	01/16/2004		A		138.07		08/08	8/1988 ⁽²⁾	08	3/08/1988 ⁽²⁾	Common	138.07	\$33.2	14,927	.11	D	

Explanation of Responses:

- 1. Security converts to common stock on a one-for-one basis.
- 2. Stock units credited under the Texas Instruments 2003 Director Compensation Plan, to be settled in common stock of the Issuer following the reporting person's termination of service as a director of the Issuer.

CYNTHIA H. HAYNES, **ATTORNEY IN FACT**

01/16/2004

** 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.