

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
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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* <b>TEMPLETON RICHARD 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) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>Chairman, President &amp; CEO</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>01/26/2017</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	01/26/2017		M		40,000	A	\$23.05	993,164	D	
Common Stock	01/26/2017		M		180,000	A	\$23.05	1,173,164	D	
Common Stock	01/26/2017		A		69,392 <sup>(1)</sup>	A	\$0	1,242,556	D	
Common Stock	01/26/2017		S		220,000	D	\$78.86 <sup>(2)</sup>	1,022,556	D	
Common Stock	01/27/2017		M		220,000	A	\$23.05	1,242,556	D	
Common Stock	01/27/2017		S		77,677	D	\$77.95 <sup>(3)</sup>	1,164,879	D	
Common Stock	01/27/2017		S		142,323	D	\$78.64 <sup>(4)</sup>	1,022,556	D	
Common Stock	01/30/2017		M		100,000	A	\$23.05	1,122,556	D	
Common Stock	01/30/2017		S		100,000	D	\$77.82 <sup>(5)</sup>	1,022,556	D	
Common Stock								45,711 <sup>(6)</sup>	I	By Children
Common Stock								205.61 <sup>(7)</sup>	I	By Trust 401(k)
Common Stock								12,948.31 <sup>(8)</sup>	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)	\$23.05	01/26/2017		M			40,000	(9)	01/28/2020	Common Stock	40,000	\$0	320,000	D	
NQ Stock Option (Right to Buy)	\$23.05	01/26/2017		M			180,000	(9)	01/28/2020	Common Stock	180,000	\$0	0	D	
NQ Stock Option (Right to Buy)	\$23.05	01/27/2017		M			220,000	(9)	01/28/2020	Common Stock	220,000	\$0	100,000	D	
NQ Stock Option (Right to Buy)	\$23.05	01/30/2017		M			100,000	(9)	01/28/2020	Common Stock	100,000	\$0	0	D	
NQ Stock Option (Right to Buy)	\$79.26	01/26/2017		A			333,615	(10)	01/26/2027	Common Stock	333,615	\$0	333,615	D	

**Explanation of Responses:**

- Award of restricted stock units pursuant to 2009 Long-Term Incentive Plan.
- The price in Table 1 is a weighted average sale price. The sales were at prices ranging from \$78.53 to \$79.45. The Issuer undertakes to provide upon request a detailed breakout of the sale prices and the number of

shares sold at each price.

3. The price in Table 1 is a weighted average sale price. The sales were at prices ranging from \$77.74 to \$78.32. The Issuer undertakes to provide upon request a detailed breakout of the sale prices and the number of shares sold at each price.

4. The price in Table 1 is a weighted average sale price. The sales were at prices ranging from \$78.33 to \$78.935. The Issuer undertakes to provide upon request a detailed breakout of the sale prices and the number of shares sold at each price.

5. The price in Table 1 is a weighted average sale price. The sales were at prices ranging from \$77.40 to \$78.065. The Issuer undertakes to provide upon request a detailed breakout of the sale prices and the number of shares sold at each price.

6. Beneficial ownership by reporting person disclaimed.

7. Estimated shares attributable to TI 401(k) Account as of 12-31-2016. (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 12-31-2016 that are eligible for deferred reporting on Form 5.

8. Estimated shares attributable to TI Universal Profit Sharing Account as of 12-31-2016. (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 12-31-2016 that are eligible for deferred reporting on Form 5.

9. The option became exercisable in four equal annual installments beginning on January 28, 2011.

10. The option becomes exercisable in four equal annual installments beginning on January 26, 2018.

/s/ Muriel C. McFarling,  
Attorney in Fact

01/30/2017

\*\* 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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