

| OMB APPROVAL | |
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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>HUBACH JOSEPH E</u> (Last) (First) (Middle) <u>12500 TI BOULEVARD</u> (Street) <u>DALLAS TX 75243</u> (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol <u>TEXAS INSTRUMENTS INC [TXN]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>SVP, Secretary & Gen Counsel</u> |
| | 3. Date of Earliest Transaction (Month/Day/Year) <u>01/29/2009</u> | |
| 4. If Amendment, Date of Original Filed (Month/Day/Year) | | |

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⁾ | | 20,000 | A | \$0 | 117,084 | D | |
| Common Stock | 01/29/2009 | | A ⁽²⁾ | | 20,000 | A | \$0 | 137,084 | D | |
| Common Stock | 01/30/2009 | | s ⁽³⁾ | | 20,000 | D | \$14.87 | 117,084 | 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 | 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 |
| NQ Stock Option (Right to Buy) | \$14.95 | 01/29/2009 | | A | | 60,000 | | (4) | 01/29/2019 | Common Stock | 60,000 | \$0 | 60,000 | D | |
| NQ Stock Option (Right to Buy) | \$14.95 | 01/29/2009 | | A | | 60,000 | | (5) | 01/29/2019 | Common Stock | 60,000 | \$0 | 60,000 | 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.
- Sales effected pursuant to a Rule 10b5-1 trading plan entered into by the reporting person on 10-25-07. The sales were at prices ranging from \$14.56 to \$15.23. The price in Table I is the weighted average sale price. The issuer undertakes to provide upon request a detailed breakout of the sale prices and the number of shares sold at each price.
- 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.

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.