

**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

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <b>SANDERS WAYNE R</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 Officer (give title below) Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>05/12/2014</b>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> 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)	<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	05/12/2014		M		7,000	A	\$29.79	38,893	D	
Common Stock	05/12/2014		M		1,750	A	\$14.95	40,643	D	
Common Stock	05/12/2014		M		7,000	A	\$23.05	47,643	D	
Common Stock	05/12/2014		M		7,000	A	\$28.32	54,643	D	
Common Stock	05/12/2014		S <sup>(1)</sup>		22,750	D	\$46.8801	31,893	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)	\$29.79	05/12/2014		M			7,000	(2)	01/25/2018	Common Stock	7,000	\$0	0	D	
NQ Stock Option (Right to Buy)	\$14.95	05/12/2014		M			1,750	(3)	01/29/2019	Common Stock	1,750	\$0	0	D	
NQ Stock Option (Right to Buy)	\$23.05	05/12/2014		M			7,000	(4)	01/28/2020	Common Stock	7,000	\$0	0	D	
NQ Stock Option (Right to Buy)	\$28.32	05/12/2014		M			7,000	(5)	01/18/2017	Common Stock	7,000	\$0	0	D	

**Explanation of Responses:**

- The price in Table I is a weighted average sale price. The sales were at prices ranging from \$46.8800 to \$46.8830. 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 25, 2009.
- The option becomes exercisable in four equal annual installments beginning on January 29, 2010.
- The option becomes exercisable in four equal annual installments beginning on January 28, 2011.
- The option becomes exercisable in four equal annual installments beginning on January 18, 2008.

/s/ Cynthia H. Grimm,  
Attorney In Fact

05/12/2014

\*\* 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.

