SECURITIES AND EXCHANGE COMMISSION

Washington, D.C.

20549

FORM 10-Q

QUARTERLY REPORT UNDER SECTION 13 or 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934

For Quarter Ended March 31, 2000 Commission File Number 1-3761

TEXAS INSTRUMENTS INCORPORATED

(Exact name of Registrant as specified in its charter)

Delaware	75-0289970
(State of Incorporation)	(I.R.S. Employer Identification No.)

12500 TI Boulevard P.O. Box 660199, Dallas, Texas	75266-0199
(Address of principal executive offices)	(Zip Code)

Registrant's telephone number, including area code 972-995-3773

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes X No

818,196,147

Number of shares of Registrant's common stock outstanding as of March 31, 2000

PART I - FINANCIAL INFORMATION

ITEM 1. Financial Statements

TEXAS INSTRUMENTS INCORPORATED AND SUBSIDIARIES
Consolidated Financial Statements
(In millions of dollars, except per-share amounts.)

Income	For Three Months Ended Mar.31 2000	Mar.31 1999
Net revenues	$ 2,653	$ 2,081
Operating costs and expenses:		
Cost of revenues	1,370	1,133
Research and development	373	311
Marketing, general and administrative	388	331
Total	2,131	1,775
Profit from operations	522	306
Other income (expense) net	124	88
Interest on loans	19	18
Income before provision for income taxes	627	376
Provision for income taxes	201	121
Net income	$ 426	$ 255
Diluted earnings per common share	$ 0.50	$ 0.31
Basic earnings per common share	$ 0.52	$ 0.32
Cash dividends declared per share of common stock	$ .0425	$ .0425

Cash Flows		
Net cash provided by operating activities	$ 402	$ 234
Cash flows from investing activities:		
Additions to property, plant and equipment	(641)	(206)
Purchases of short-term investments	(967)	(452)
Sales and maturities of short-term investments	1,209	766
Purchases of noncurrent investments	(25)	(15)
Sales of noncurrent investments	54	174
Acquisition of businesses, net of cash acquired	--	(50)
Net cash provided by (used in) investing activities	(370)	217
Cash flows from financing activities:		
Payments on long-term debt	(29)	(34)
Dividends paid on common stock	(35)	(33)
Sales and other common stock transactions	129	76
Common stock repurchase program	(66)	(175)
Net cash used in financing activities	(1)	(166)
Effect of exchange rate changes on cash	(18)	(8)
Net increase in cash and cash equivalents	13	277
Cash and cash equivalents, January 1	662	632
Cash and cash equivalents, March 31	$ 675	$ 909

TEXAS INSTRUMENTS INCORPORATED AND SUBSIDIARIES
Consolidated Financial Statements
(In millions of dollars, except per-share amounts.)

Balance Sheet	Mar. 31 2000	Dec. 31 1999
Assets		
Current assets:		
Cash and cash equivalents	$ 675	$ 662
Short-term investments	1,755	2,000
Accounts receivable, less allowance for losses of $64 million in 2000 and $67 million in 1999	1,911	1,843
Inventories:		
Raw materials	164	161
Work in process	508	463
Finished goods	265	221
Inventories	937	845
Prepaid expenses	113	100
Deferred income taxes	583	605
Total current assets	5,974	6,055
Property, plant and equipment	7,583	7,120
Less accumulated depreciation	(3,367)	(3,285)
Property, plant and equipment (net)	4,216	3,835
Investments	6,364	4,204
Goodwill and other acquisition-related intangibles	500	503
Deferred income taxes	39	41
Other assets	407	390
Total assets	$17,500	$15,028
Liabilities and Stockholders' Equity		
Current liabilities:		
Loans payable and current portion long-term debt	$ 385	$ 313
Accounts payable	853	668
Accrued and other current liabilities	1,280	1,647
Total current liabilities	2,518	2,628
Long-term debt	991	1,097
Accrued retirement costs	741	797
Deferred income taxes	1,724	994
Deferred credits and other liabilities	327	257
Stockholders' equity:		
Preferred stock, $25 par value. Authorized - 10,000,000 shares. Participating cumulative preferred. None issued	--	--
Common stock, $1 par value. Authorized - 1,200,000,000 shares. Shares issued: 2000 - 819,479,690; 1999 - 813,926,025	819	814
Paid-in capital	995	822
Retained earnings	6,569	6,175
Less treasury common stock at cost. Shares: 2000 - 1,283,543; 1999 - 1,034,757	(161)	(109)
Accumulated other comprehensive income	2,977	1,553
Total stockholders' equity	11,199	9,255
Total liabilities and stockholders' equity	$17,500	$15,028

TEXAS INSTRUMENTS INCORPORATED AND SUBSIDIARIES
Notes to Financial Statements

1. Diluted earnings per common share are based on average common and dilutive potential common shares outstanding (851.6 and 824.7 million shares for the first quarters of 2000 and 1999).

2. In the first quarter of 2000, the company recorded pretax charges of $29 million, primarily associated with previously announced actions, including the closing of the Materials & Control manufacturing facility in Versailles, Kentucky, and TI's acquisition of Toccata Technology ApS. Of the $29 million charge, $12 million is for severance for the elimination of 480 jobs in Kentucky. At March 31, 2000, the pay-out of the severance cost obligation had not yet begun. Of the $29 million charge, $20 million is included in cost of revenues, $6 million in marketing, general and administrative expense, and $3 million in research and development expense.

3. In the first quarter of 1999, the company announced a consolidation of semiconductor manufacturing operations in Japan to improve manufacturing efficiencies and reduce costs. The action resulted in a pretax charge of $14 million in the first quarter, of which $13 million was for severance for the elimination of 153 jobs in Hatagoya, Japan. At year-end 1999, this program was complete. Of the $14 million charge, $11 million was included in cost of revenues and $3 million in marketing, general and administrative expense.

4. In the first quarter of 1999, sale of the Micron subordinated note and other securities generated $172 million in cash.

5. Total comprehensive income, i.e., net income plus investment and pension liability adjustments to stockholders' equity, for the first quarters of 2000 and 1999 was $1850 million and $266 million.

6. There has been no significant change in the status of the audit and investigation concerning grants from the Italian government.

7. In December 1999, the Securities and Exchange Commission issued Staff Accounting Bulletin (SAB) No. 101 on revenue recognition. TI is currently evaluating the impact of SAB No. 101, which is effective in the second quarter of 2000, and expects any effect to be immaterial.

8. A two-for-one stock split in the form of a 100 percent stock dividend, payable on May 22, 2000, was announced on April 20, 2000. The EPS amounts in this report were calculated on a pre-split basis.

9. The statements of income, statements of cash flows and balance sheet at March 31, 2000, are not audited but reflect all adjustments which are of a normal recurring nature and are, in the opinion of management, necessary to a fair statement of the results of the periods shown.

10. Business segment information is as follows:

Business Segment Net Revenues (millions of dollars)	For Three Months Ended Mar. 31 2000	Mar. 31 1999
Semiconductor		
Trade	$2,265	$1,737
Intersegment	5	4
	2,270	1,741
Materials & Controls		
Trade	290	245
Intersegment	--	--
	290	245
Educational & Productivity Solutions		
Trade	87	81
Corporate activities	2	(4)
Divested activities	4	18
Total net revenues	$2,653	$2,081

Note: The following Segment data includes ongoing amortization of goodwill and other acquisition-related intangible assets.

Business Segment Profit (Loss) (millions of dollars)	Mar. 31 2000	Mar. 31 1999
Semiconductor	$ 556	$ 331
Materials & Controls	55	40
Educational & Productivity Solutions	12	10
Corporate activities	(74)	(58)
Special charges and gains, net of applicable profit sharing	(29)	(25)
Interest on loans/other income (expense) net	105	70
Divested activities	2	8
Income before income taxes	$ 627	$ 376

11. Acquisition-related purchased in-process R&D charges were $79 million in 1999. These charges are for the value of acquired in-process research and development from business purchase acquisitions. Values for acquired in-process R&D (purchased R&D) were determined at the acquisition date based upon the appraised value of the related developmental projects. Purchased R&D projects were assessed, analyzed and valued within the context and framework articulated by the Securities and Exchange Commission herein described as the Exclusion Approach.

Significant assumptions, detailed in the table below, used in determining the value of purchased R&D included the discount rate, the estimated beginning date of projected operating cash flows, and the remaining cost and time, in engineer-months, to complete the R&D projects. The term "engineer-month" refers to the average amount of research work expected to be performed by an engineer in a month.

The relative stage of completion and projected operating cash flows of the underlying in-process projects acquired were the most significant and uncertain assumptions utilized in the valuation analysis of the in-process R&D. Such uncertainties could give rise to unforeseen budget overruns and/or revenue shortfalls in the event that TI is unable to successfully complete and commercialize the projects. TI management is primarily responsible for estimating the value of the purchased R&D in all acquisitions accounted for under the purchase method. TI expects to essentially meet its original return expectations for the projects.

Millions of Dollars

Entity acquired	Acquisition date	Consid-eration	Goodwill	Other intangibles	Purchased in-process R&D charge	Appraisal method	R&D focus	Discount rate	Cost/time to complete R&D projects At acquisition	Cost/time to complete R&D projects At Mar. 2000	Year cash flows projected to begin
Butterfly VLSI, Ltd.	First quarter 1999	$ 52	$ 33	$ 5	$ 10	Exclusion approach	Short distance wireless technology for voice-plus-data transmission products	25%	$5/264 engineer months	$2.0/140 engineer months	2000
Libit Signal Processing Ltd.	Second quarter 1999	$365	$207	$106	$ 52	Exclusion approach	Silicon Solutions and Internet telephony software for cable modems, etc. for Internet access	22%	$5/492 engineer months	$0.5/50 engineer months	2000
Integrated Sensor Solutions, Inc.	Third quarter 1999	$ 67	$ 32	$ 11	$ 16	Exclusion approach	Intel-ligent sensors for auto/ind. markets	25%	$4/233 engineer months	$0.3/40 engineer months	2000

12. The following is a reconciliation of individual restructuring accruals (in millions of dollars).

		Year of Charge								
		1997			1998			1999		2000
Description*	Total	Divest. of MCB/ term. of DIPD	M&C cost Reduction action	Reserves against gains on business sales	SC and Corp. actions	SC operation closing & M&C sale of operation	Unitrode semiconductor action	SC operation closing in Japan	SC cost reduction action in U.S.	M&C site closing
BALANCE, DECEMBER 31, 1999.......	$ 76	$ 14	$ 8	$ 22	$ 17	$ 6	$ 1	$ 2	$ 6	
CHARGES:										
Severance	12									$ 12
Various charges	1									1
DISPOSITION:										
Severance payments	(6)		(1)		(3)				(2)	
BALANCE, MARCH 31, 2000	$ 83	$ 14	$ 7	$ 22	$ 14	$ 6	$ 1	$ 2	$ 4	$ 13

*Abbreviations
SC = Semiconductor Business
MCB = Mobile Computing Business
DIPD = Digital Imaging Printing Development Program
M&C = Materials and Controls Business
Corp. = Corporate Division

ITEM 2. Management's Discussion and Analysis of Financial Condition and Results of Operations.

The Registrant (the "company" or "TI") announced first-quarter 2000 financial results that showed continued strong growth for the company.

SUMMARY OF FINANCIAL RESULTS

For the first quarter of 2000, TI reported the following:

- - Total revenues were $2653 million, up 27 percent from $2081 million in the year-ago quarter and up 4 percent sequentially, primarily due to increased strength in semiconductor.

- - Semiconductor revenues were $2270 million, up 30 percent from $1741 million in the same quarter of 1999 and up 3 percent sequentially.

- - Cost of revenues in the first quarter was $1370 million compared to $1133 million in the year-ago quarter. Cost of revenues increased less than the increase in revenues, on a percentage basis, reflecting manufacturing efficiencies associated with higher product shipments.

- - Research and development (R&D) totaled $373 million, compared to $311 million in the first quarter of 1999, including in-process R&D from acquisitions. The increase was primarily due to semiconductor, including increased strategic investment for DSP and analog.

- - Marketing, general and administrative expense in the quarter was $388 million, compared to $331 million in the year-ago quarter, primarily due to higher semiconductor expenditures, mostly associated with increases in marketing-related activities. The increase was less than the increase in revenues, on a percentage basis.

- - Other income (expense) net increased from $88 million in the first quarter of 1999 to $124 million in the first quarter of 2000, primarily due to investment gains.

- - The income tax rate for the quarter was 32 percent.

- - TI orders in the first quarter were $2876 million, up 26 percent from $2281 million in the year-ago quarter and up 5 percent from the fourth quarter primarily due to semiconductor.

- - Results for this quarter include special charges of $29 million, primarily associated with previously announced actions, including the closing of a Materials & Controls manufacturing facility in Versailles, Kentucky, and TI's acquisition of Toccata Technology ApS. Also included is amortization of goodwill and other acquisition-related intangibles of $25 million.

  For the first quarter of 1999, results include special charges of $25 million, primarily for a consolidation of semiconductor manufacturing operations in Japan. Also included is amortization of goodwill and other acquisition-related intangibles of $10 million.

  For the fourth quarter of 1999, results include acquisition-related costs of $86 million associated with TI's pooling of interests acquisitions of Unitrode Corporation and Power Trends, Inc., amortization of goodwill and other acquisition-related intangibles of $26 million, and a tax benefit effect of $67 million, primarily for research and experimental tax credit items.

Additional information relating to these items appears below under the heading "Special Charges and Gains."

OUTLOOK

The company expects accelerating sequential revenue growth overall in the second quarter as it enters a seasonally stronger period in all its business segments, with semiconductor driving most of the growth.

In the second quarter in semiconductor, wireless growth is expected to accelerate after seasonal first-quarter pressures. Broadband communications, which includes digital subscriber line (DSL) and cable modem, also should continue to grow rapidly although from a low base. The mass market should maintain high growth as new applications for TI's catalog DSP and analog products continue to expand. Hard disk drive revenues are expected to decline in the quarter.

In Educational and Productivity Solutions (E&PS), product shipments will continue to become more aligned with back-to-school retail sales as revenue that traditionally came in the second quarter shifts into the third quarter.

For the year 2000, TI expects robust growth to continue in its semiconductor business, driven by strength in communications end-equipment markets, including wireless and broadband, as well as continued strength in the mass market. By the end of the fourth quarter, TI expects to reach operating margin of 25 percent, before the effect of special charges and amortization of acquisition-related intangibles.

Additionally, TI is raising its capital expenditure forecast to $2.5 billion for the year, reflecting management's outlook for strong continued demand for its DSP and analog products. Depreciation for the year is expected to be $1.3 billion. R&D for 2000 is expected to be $1.5 billion, primarily for DSP and analog, excluding purchased in-process R&D and the amortization of acquisition-related intangibles.

SEMICONDUCTOR

Semiconductor revenues in the first quarter were $2270 million, up 30 percent from the same period in 1999, primarily driven by DSP and analog. Semiconductor revenues increased 3 percent sequentially.

Semiconductor operating margin for the first quarter was 24.5 percent, up 5.5 points from 19.0 percent in the same quarter a year ago. Sequentially, operating margin declined 0.8 points primarily due to increased investment in R&D.

DSP revenues in the first quarter were up 50 percent from the same quarter a year ago and up 2 percent sequentially, breaking the historical seasonal pattern of first-quarter revenue declines and reinforcing a strong growth outlook for 2000. This quarter's sequential growth was driven primarily by a 20 percent increase in revenues from catalog DSP products for the mass market, more than offsetting weakness from hard disk drive. Catalog DSP revenues increased 71 percent compared with the first quarter of 1999.

During the quarter, market analyst Forward Concepts said TI had DSP market share of 48 percent in 1999 and continued its leadership in DSP. TI is the only company to gain DSP market share for six consecutive years.

Analog revenues in the first quarter were up 25 percent compared with a year ago and were up slightly from the fourth quarter. Sequential growth in analog was affected by weakness in hard disk drive. During the quarter, Dataquest said that TI continued its world leadership in the analog market in 1999. TI is the only major supplier to gain share in each of the last four years. In addition, TI attained the number one position in the fast-growing power management segment for the first time.

Revenues for TI's remaining semiconductor products increased from the year-ago quarter and from the fourth quarter of 1999. Royalties also increased, both from a year ago and sequentially.

Semiconductor orders increased 28 percent from the year-ago quarter and 3 percent sequentially primarily due to DSP and analog.

Compared with the first quarter of 1999, wireless revenues increased 49 percent, mass market revenues grew 55 percent and hard disk drive revenues declined 19 percent. Broadband communications revenues more than doubled when compared to fourth quarter as DSL products transitioned into initial high-volume production.

MATERIALS & CONTROLS (M&C)

M&C revenues in the first quarter were a record $290 million, up 18 percent from $245 million a year ago, primarily due to automotive sensors. Sequentially, first-quarter revenues were up 15 percent from $253 million in the fourth quarter primarily due to industrial control products and automotive sensors.

Operating margin in the first quarter increased to 18.9 percent, up 2.5 points from a year ago and up 1.2 points from the fourth quarter of 1999, reflecting tight cost controls combined with increased revenues.

In February, M&C announced it will close its manufacturing and business center in Versailles, Kentucky, with manufacturing being consolidated into other locations for increased efficiencies.

EDUCATIONAL & PRODUCTIVITY SOLUTIONS (E&PS)

Revenues for E&PS in the first quarter of 2000 were $87 million, up 8 percent from the year-ago quarter. Sequentially, revenues were down 3 percent.

Operating margin for the quarter was 13.9 percent, up from 12.0 percent in the year-ago quarter, primarily due to increased manufacturing efficiencies.

During the quarter, E&PS sponsored the T3-Teachers Teaching with Technology International Conference in Dallas, which was attended by 3000 teachers.

ADDITIONAL FINANCIAL INFORMATION

During the first quarter of 2000, cash and cash equivalents plus short-term investments decreased by $232 million to $2430 million primarily due to the payment of 1999 profit sharing to employees in the first quarter.

First-quarter 2000 cash flow from operating activities was $402 million. First-quarter capital expenditures totaled $641 million compared with $206 million in the first quarter of 1999.

Depreciation for the first quarter of 2000 was $257 million, compared with $229 million in the same quarter a year ago.

At the end of the first quarter, the debt-to-total capital ratio was .11 versus .13 at the end of 1999.

In December 1999, the Securities and Exchange Commission issued Staff Accounting Bulletin (SAB) No. 101 on revenue recognition. TI is currently evaluating the impact of SAB No. 101, which is effective in the second quarter of 2000, and expects any effect to be immaterial.

SPECIAL CHARGES AND GAINS

First Quarter of 2000:

In the first quarter of 2000, pretax charges of $29 million were taken, primarily associated with previously announced actions, including the closing of the Materials & Controls manufacturing facility in Versailles, Kentucky, and TI's acquisition of Toccata Technology ApS. Of the $29 million charge, $12 million was for severance for the elimination of 480 jobs in Kentucky by the first quarter of 2001. At March 31, 2000, the pay-out of the severance cost obligation had not yet begun. Of the $29 million, $20 million is included in cost of revenues, $6 million in marketing, general and administrative expense and $3 million in research and development expense. The primary benefit from the Kentucky action is reduced people costs which are estimated to reach $10 million annually. The benefit is expected to begin in the third quarter of 2000.

Fourth Quarter of 1999:

In the fourth quarter of 1999, a special charge of $86 million was taken for acquisition related costs associated with TI's pooling of interests acquisition of Unitrode. Of the $86 million charge, $83 million was included in marketing, general and administrative expense, $2 million in cost of revenues and $1 million in other income (expense) net.

First Quarter of 1999:

In the first quarter of 1999, the company announced a consolidation of semiconductor manufacturing operations in Japan to improve manufacturing efficiencies and reduce costs. This action resulted in a pretax charge of $14 million in the first quarter, of which $13 million was for severance for the elimination of 153 jobs in Hatogaya, Japan. At year-end 1999, this program was complete. Of the $14 million charge, $11 million was included in cost of revenues and $3 million in marketing, general and administrative expense. The primary benefit from this consolidation action was reduced people costs, which were estimated to reach $11 million annually. The benefit was expected to begin in the fourth quarter of 1999.

Purchased In-Process R&D Charges

Acquisition-related purchased in-process R&D charges were $79 million in 1999. These charges are for the value of acquired in-process research and development from business purchase acquisitions. Values for acquired in-process R&D (purchased R&D) were determined at the acquisition date based upon the appraised value of the related developmental projects. Purchased R&D projects were assessed, analyzed and valued within the context and framework articulated by the Securities and Exchange Commission herein described as the Exclusion Approach.

Significant assumptions, detailed in the table below, used in determining the value of purchased R&D included the discount rate, the estimated beginning date of projected operating cash flows, and the remaining cost and time, in engineer-months, to complete the R&D projects. The term "engineer-month" refers to the average amount of research work expected to be performed by an engineer in a month.

The relative stage of completion and projected operating cash flows of the underlying in-process projects acquired were the most significant and uncertain assumptions utilized in the valuation analysis of the in-process R&D. Such uncertainties could give rise to unforeseen budget overruns and/or revenue shortfalls in the event that TI is unable to successfully complete and commercialize the projects. TI management is primarily responsible for estimating the value of the purchased R&D in all acquisitions accounted for under the purchase method. TI expects to essentially meet its original return expectations for the projects.

Millions of Dollars

Entity acquired	Acquisition date	Consid-eration	Goodwill	Other intangibles	Purchased in-process R&D charge	Appraisal method	R&D focus	Discount rate	Cost/time to complete R&D projects At acquisition	Cost/time to complete R&D projects At Mar. 2000	Year cash flows projected to begin
Butterfly VLSI, Ltd.	First quarter 1999	$ 52	$ 33	$ 5	$ 10	Exclusion approach	Short distance wireless technology for voice-plus-data transmission products	25%	$5/264 engineer months	$2.0/140 engineer months	2000
Libit Signal Processing Ltd.	Second quarter 1999	$365	$207	$106	$ 52	Exclusion approach	Silicon Solutions and Internet telephony software for cable modems, etc. for Internet access	22%	$5/492 engineer months	$0.5/50 engineer months	2000
Integrated Sensor Solutions, Inc.	Third quarter 1999	$ 67	$ 32	$ 11	$ 16	Exclusion approach	Intel-ligent sensors for auto/ind. markets	25%	$4/233 engineer months	$0.3/40 engineer months	2000

ITEM 3. Quantitative and Qualitative Disclosures About Market Risk.

Information concerning market risk is contained on pages B-35 and B-36 of the Registrant's proxy statement for the 2000 annual meeting of stockholders and is incorporated by reference to such proxy statement.

PART II - OTHER INFORMATION

ITEM 2. Changes in Securities and Use of Proceeds.

On March 15, 2000, the Registrant acquired all the outstanding shares of capital stock of Toccata Technology ApS, a company incorporated under the laws of the Kingdom of Denmark, in exchange for 136,362 shares of TI common stock. The issuance and sale of the shares of TI common stock described above were deemed to be exempt from registration under the Securities Act of 1993, as amended, in reliance on Regulation S promulgated thereunder based on the facts and circumstances of the acquisition and upon representations and warranties made by the shareholders of Toccata Technology ApS.

ITEM 6. Exhibits and Reports on Form 8-K.

(a) Exhibits

Designation of Exhibits in This Report	Description of Exhibit
11	Computation of Basic and Diluted Earnings Per Common and Dilutive Potential Common Share
12	Computation of Ratio of Earnings to Fixed Charges
27	Financial Data Schedule as of March 31, 2000 and for the 3 months then ended
27.1	Restated Financial Data Schedule as of March 31, 1999 and for the 3 months then ended.

(b) Reports on Form 8-K.

None.

"Safe Harbor" Statement under the Private Securities Litigation Reform Act of 1995:

This Form 10-Q includes "forward-looking statements" intended to qualify for the safe harbor from liability established by the Private Securities Litigation Reform Act of 1995. These forward-looking statements generally can be identified by phrases such as TI or its management "believes," "expects," "anticipates," "foresees," "forecasts," "estimates" or other words or phrases of similar import. Similarly, such statements herein that describe the company's business strategy, outlook, objectives, plans, intentions or goals also are forward-looking statements. All such forward-looking statements are subject to certain risks and uncertainties that could cause actual results to differ materially from those in forward-looking statements.

We urge you to carefully consider the following important factors that could cause actual results to differ materially from the expectations of the company or its management:

- Market demand for semiconductors, particularly for digital signal processors and analog chips in key markets, such as telecommunications and computers;

- TI's ability to develop, manufacture and market innovative products in a rapidly changing technological environment;

- TI's ability to compete in products and prices in an intensely competitive industry;

- TI's ability to maintain and enforce a strong intellectual property portfolio and obtain needed licenses from third parties;

- Global economic, social and political conditions in the countries in which TI and its customers and suppliers operate, including fluctuations in foreign currency exchange rates;

- Losses or curtailments of purchases from key customers;

- TI's ability to recruit and retain skilled personnel;

- Availability of raw materials and critical manufacturing equipment.

For a more detailed discussion of these factors, see the text under the heading "Cautionary Statements Regarding Future Results of Operations" in Item 1 of the company's most recent Form 10-K. The forward-looking statements included in this Form 10-Q are made only as of the date of this report and the company undertakes no obligation to publicly update the forward-looking statements to reflect subsequent events or circumstances.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

TEXAS INSTRUMENTS INCORPORATED

BY: /s/ WILLIAM A. AYLESWORTH

William A. Aylesworth
Senior Vice President,
Treasurer and
Chief Financial Officer

Date: April 20, 2000

Exhibit Index

Designation of Exhibits in this Report	Description of Exhibit	Paper (P) or Electronic (E)
11	Computation of Basic and Diluted Earnings Per Common and Dilutive Potential Common Share	E
12	Computation of Ratio of Earnings to Fixed Charges	E
27	Financial Data Schedule as of March 31, 2000 and for the 3 months then ended	E
27.1	Restated Financial Data Schedule as of March 31, 1999 and for the 3 months then ended.	E

EXHIBIT 11

TEXAS INSTRUMENTS INCORPORATED AND SUBSIDIARIES
EARNINGS PER COMMON AND DILUTIVE POTENTIAL COMMON SHARE

	For Three Months Ended	
	Mar 31 2000	Mar 31 1999
Net income (in millions)	$ 426	$ 255
DILUTED EARNINGS PER COMMON AND DILUTIVE POTENTIAL COMMON SHARE:		
Weighted average common shares outstanding (in thousands)	816,057	799,339
Weighted average dilutive potential common shares:		
Stock option and compensation plans	35,561	25,328
Weighted average common and dilutive potential common shares	851,618	824,667
Diluted earnings per common share	$ .50	$ .31
BASIC EARNINGS PER COMMON SHARE:		
Weighted average common shares outstanding (in thousands)	816,057	799,339
Basic earnings per common share	$ .52	$ .32

EXHIBIT 12

TEXAS INSTRUMENTS INCORPORATED AND SUBSIDIARIES
COMPUTATION OF RATIO OF EARNINGS TO FIXED CHARGES
(Dollars in millions)

						For Three Months Ended March 31	
	1995	1996	1997	1998	1999	1999	2000
Income from continuing operations before income taxes and fixed charges:							
Income before extraordinary item, interest expense on loans, capitalized interest amortized, and provision for income taxes.....	$1,563	$ 105	$ 882	$ 725	$2,112	$ 399	$ 651
Add interest attributable to rental and lease expense...........	41	44	44	41	30	9	7
	$1,604	$ 149	$ 926	$ 766	$2,142	$ 408	$ 658
Fixed charges:							
Total interest on loans (expensed and capitalized).....................	$ 69	$ 108	$ 114	$ 85	$ 84	$ 20	$ 24
Interest attributable to rental and lease expense....................	41	44	44	41	30	9	7
Fixed charges............................	$ 110	$ 152	$ 158	$ 126	$ 114	$ 29	$ 31
Ratio of earnings to fixed charges.......	14.5	*	5.8	6.1	18.8	14.2	21.2

* Not meaningful. The coverage deficiency was $3 million in 1996.

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THIS SCHEDULE CONTAINS SUMMARY FINANCIAL INFORMATION EXTRACTED FROM THE CONSOLIDATED FINANCIAL STATEMENTS OF TEXAS INSTRUMENTS INCORPORATED AND SUBSIDIARIES AS OF MARCH 31, 2000, AND FOR THE THREE MONTHS THEN ENDED, AND IS QUALIFIED IN ITS ENTIRETY BY REFERENCE TO SUCH FINANCIAL STATEMENTS.

1,000,000

3-MOS
DEC-31-2000
MAR-31-2000
675
1,755
1,911
64
937
5,974
7,583
3,367
17,500
2,518
991
0
0
819
10,380
17,500
2,653
2,653
1,370
1,370
373
0
19
627
201
426
0
0
0
426
.52
.50

5

THIS RESTATED FINANCIAL DATA SCHEDULE CONTAINS SUMMARY FINANCIAL INFORMATION EXTRACTED FROM THE CONSOLIDATED FINANCIAL STATEMENTS OF TEXAS INSTRUMENTS INCORPORATED AND SUBSIDIARIES AS OF MARCH 31, 1999, AND FOR THE THREE MONTHS THEN ENDED, AND IS QUALIFIED IN ITS ENTIRETY BY REFERENCE TO SUCH FINANCIAL STATEMENTS.

1,000,000

3-MOS
DEC-31-1999
MAR-31-1999
909
1,391
1,504
58
664
5,122
6,625
3,208
11,371
2,071
989
0
0
401
6,503
11,371
2,081
2,081
1,133
1,133
311
0
18
376
121
255
0
0
0
255
.32
.31