SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

Washington, D.C. 2054

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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
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Estimated average burden
hours per response: 0.5

1. Name and Ad ADAMS J	ldress of Reporting <u>AMES R</u>	Person*	2. Issuer Name and Ticker or Trading Symbol <u>TEXAS INSTRUMENTS INC</u> [TXN]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner
(Lact) (Eirct) (Middlo)		(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 04/21/2006	Officer (give title Other (specify below) below)
(Street) DALLAS	TX	75243	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person
(City)	(State)	(Zip)		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

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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)					5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership	
			Code	v	Amount (A) or (D)		Price	Reported Transaction(s) (Instr. 3 and 4)		(Instr. 4)	
Common Stock								355,411	D		
Common Stock								4,821.81(1)	Ι	By Son	
Common Stock								8,000 ⁽²⁾	Ι	By Trust	
Common Stock								2,973.52 ⁽³⁾	I	By Trust- -401(k)	
Common Stock								455.78 ⁽⁴⁾	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. Transa Code (8)			6. Date Exerc Expiration Da (Month/Day/Y	ate	7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		Derivative Security	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				
Stock Units	\$1 ⁽⁵⁾	04/21/2006		Α		188.36		(6)	(6)	Common Stock	188.36	\$35.4	19,919.01	D	

Explanation of Responses:

1. Beneficial ownership by reporting person disclaimed.

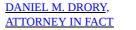
2. Shares held in trust for the benefit of family members of which reporting person is trustee. Beneficial ownership by reporting person disclaimed.

3. Estimated shares attributable to TI 401(k) Account as of 12-31-05. (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 12-31-05 that are eligible for deferred reporting on Form 5.

4. Estimated shares attributable to TI Universal Profit Sharing account as of 12-31-05. (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 12-31-05 that are eligible for deferred reporting on Form 5.

5. Security converts to common stock on a one-for-one basis.

6. 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.



04/24/2006

Date

** Signature of Reporting Person

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.