

NATIONAL INSTRUMENTS CORP /DE/  
 Form 4  
 September 16, 2009

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL  
 OMB Number: 3235-0287  
 Expires: January 31, 2005  
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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 OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**KODOSKY JEFFREY L**

(Last) (First) (Middle)

C/O NATIONAL INSTRUMENTS  
 CORP, 11500 N. MOPAC  
 EXPRESSWAY

(Street)

AUSTIN, TX 78759

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
 NATIONAL INSTRUMENTS  
 CORP /DE/ [NATI]

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 09/15/2009

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**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)
				(A) or (D)	Amount or Price		
Common Stock	09/15/2009		S	D	2,000 (1) \$ 27.95	D	
Common Stock	09/15/2009		S	D	2,000 (1) \$ 27.95	I	by Spouse
Common Stock	09/15/2009		S	D	1,000 (1) \$ 27.95	I	by Laura Kodosky trust
Common Stock	09/15/2009		S	D	1,000 (1) \$ 27.95	I	by Karen Kodosky

trust

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**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 control number.**

SEC 1474  
(9-02)

**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 Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

KODOSKY JEFFREY L  
C/O NATIONAL INSTRUMENTS CORP  
11500 N. MOPAC EXPRESSWAY  
AUSTIN, TX 78759

X

## Signatures

David G. Hugley as attorney-in-fact for Jeffrey L. Kodosky

09/16/2009

\*\*Signature of Reporting Person

Date

## Explanation of Responses:

\* 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).

(1) Shares were sold under Reporting Person's 10(b)5-1 Plan.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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Notes to editors:

#### Footnotes

1 In mainland China, Malaysia and Indonesia the arrangements are as follows:

- In mainland China, HSBC Group companies may continue to distribute life insurance products of Ping An Insurance and HSBC Life Insurance Company Limited, in addition to Allianz products.
- In Malaysia, HSBC Group companies may continue to distribute Islamic insurance products of HSBC Amanah Takaful (Malaysia) Sdn Bhd under existing distribution arrangements, in addition to Allianz products.
- In Indonesia, PT Bank Ekonomi Raharja Tbk, an HSBC Group company, is not subject to the distribution arrangement agreed with Allianz.

- a. HSBC holds a 15.6% stake in Ping An Insurance.
- b. A joint venture in which HBAP and National Trust each holds 50%.
- c. A joint venture in which HBAP holds a 49% interest, Jerneh Asia Bhd (31%) and Employees Provident Fund Board (20%).

In the distribution countries other than the key territories, the granting of full exclusivity will depend on local market regulations.

2 The agreements will be between:

- In mainland China: HSBC Bank (China) Company Limited and Allianz China Life Insurance Company Limited.
- In Indonesia: The Hongkong and Shanghai Banking Corporation Limited and PT Asuransi Allianz Life Indonesia.
- In Malaysia: HSBC Bank Malaysia Berhad and Allianz Life Insurance Malaysia Berhad.
- In Taiwan: HSBC Bank (Taiwan) Ltd. & HSBC Insurance Brokers (Taiwan) Limited and Allianz Taiwan Life Insurance Company, Limited.

Following the agreement becoming unconditional, there will also be agreements between:

- In Australia: HSBC Bank Australia Ltd. and Allianz Australia Life Insurance Limited.
- In Sri Lanka: The Hongkong and Shanghai Banking Corporation Limited and Allianz Insurance Lanka Ltd.

In Brunei and the Philippines, Allianz Group companies may work with non-Allianz Group companies to provide products to HSBC Group companies for distribution in these markets.

#### The HSBC Group

HSBC Holdings plc, the parent company of the HSBC Group, is headquartered in London. The Group serves customers worldwide from around 6,900 offices in over 80 countries and territories in Europe, the Asia-Pacific region, North and Latin America, and the Middle East and North Africa. With assets of US\$2,652bn at 30 June 2012, the HSBC Group is one of the world's largest banking and financial services organisations.

ends/all

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.

HSBC Holdings plc

By:

Name: P A Stafford

Title: Assistant Group Secretary

Date: 26 October 2012