

TEXAS INSTRUMENTS INC
 Form 4
 January 22, 2007

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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 *
 ADAMS JAMES R

2. Issuer Name and Ticker or Trading Symbol
 TEXAS INSTRUMENTS INC
 [TXN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

12500 TI BOULEVARD

(Street)

DALLAS, TX 75243

(City) (State) (Zip)

3. Date of Earliest Transaction (Month/Day/Year)
 01/18/2007

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

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

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)
Common Stock	01/18/2007		A ⁽¹⁾	2,500 A	\$ 0 457,911	D	
Common Stock					4,821.81 ⁽²⁾	I	By Son
Common Stock					8,000 ⁽³⁾	I	By Trust
Common Stock					2,993.62 ⁽⁴⁾	I	By Trust--401(k)
Common Stock					459.35 ⁽⁵⁾	I	By Trust--PS

Edgar Filing: TEXAS INSTRUMENTS INC - Form 4

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. Amount or Number of Shares
NQ Stock Option (right to buy)	\$ 28.32	01/18/2007		A	7,000	<u>(6)</u> / 01/18/2017	Common Stock	7,000
Stock Units	\$ <u>1 (7)</u>	01/19/2007		A	235.45	<u>(8)</u> / <u>(8)</u>	Common Stock	235.45

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ADAMS JAMES R 12500 TI BOULEVARD DALLAS, TX 75243	X			

Signatures

DANIEL M. DRORY, ATTORNEY IN FACT	01/22/2007
<small>**Signature of Reporting Person</small>	<small>Date</small>

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).
- (3) Shares held in trust for the benefit of family members of which reporting person is trustee. Beneficial ownership by reporting person disclaimed.
- (4) Estimated shares attributable to TI 401(k) Account as of 12-31-06. (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

Edgar Filing: TEXAS INSTRUMENTS INC - Form 4

occurring after 12-31-06 that are eligible for deferred reporting on Form 5.

(8) 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.

(2) Beneficial ownership by reporting person disclaimed.

(1) Award of restricted stock units granted under the Texas Instruments 2003 Director Compensation Plan.

Estimated shares attributable to TI Universal Profit Sharing account as of 12-31-06. (Interests in this account are denominated in units.

(5) Consequently, share amount shown is an estimate.) This statement does not include changes in beneficial ownership of shares held in such account occurring after 12-31-06 that are eligible for deferred reporting on Form 5.

(7) Security converts to common stock on a one-for-one basis.

(6) The option becomes exercisable in four equal annual installments beginning on January 18, 2008.

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.