

TEXAS INSTRUMENTS INC
 Form 3
 July 08, 2008

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â ANDERSON STEPHEN A. | | (Month/Day/Year) | TEXAS INSTRUMENTS INC [TXN] | |
| (Last) | (First) | (Middle) | 07/01/2008 | |
| 12500 TI BOULEVARD | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| DALLAS,Â TXÂ 75243 | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | (give title below) (specify below) | <input type="checkbox"/> Form filed by More than One Reporting Person |
| | | | SR. VICE PRESIDENT | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock | 22,568 ⁽¹⁾ | D | Â |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
| | Date Exercisable | Expiration Date | Title | Amount or Number of | |

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| | | | | Shares | | (I) (Instr. 5) | |
|--------------------------------|--------|------------|--------------|--------|----------|-------------------|---|
| NQ Stock Option (right to buy) | Â (2) | 01/20/2015 | Common Stock | 10,000 | \$ 21.55 | D | Â |
| NQ Stock Option (right to buy) | Â (3) | 01/18/2017 | Common Stock | 12,550 | \$ 28.32 | D | Â |
| NQ Stock Option (right to buy) | Â (4) | 02/21/2012 | Common Stock | 100 | \$ 29.19 | D | Â |
| NQ Stock Option (right to buy) | Â (5) | 01/25/2018 | Common Stock | 12,550 | \$ 29.79 | D | Â |
| NQ Stock Option (right to buy) | Â (6) | 01/14/2014 | Common Stock | 20,000 | \$ 32.39 | D | Â |
| NQ Stock Option (right to buy) | Â (7) | 01/19/2016 | Common Stock | 12,500 | \$ 32.55 | D | Â |
| NQ Stock Option (right to buy) | Â (8) | 04/17/2012 | Common Stock | 20,000 | \$ 34.39 | D | Â |
| NQ Stock Option (right to buy) | Â (9) | 07/31/2011 | Common Stock | 10,000 | \$ 35.13 | D | Â |
| NQ Stock Option (right to buy) | Â (10) | 01/17/2011 | Common Stock | 6,000 | \$ 50.38 | D | Â |
| NQ Stock Option (right to buy) | Â (11) | 01/19/2010 | Common Stock | 10,000 | \$ 55.22 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| ANDERSON STEPHEN A. 12500 TI BOULEVARD DALLAS, TX 75243 | Â | Â | Â SR. VICE PRESIDENT | Â |

Signatures

CYNTHIA H. HAYNES, ATTORNEY IN FACT 07/08/2008

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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).
- (2) The option becomes exercisable in four equal annual installments beginning on January 20, 2006.
- (8) The option becomes exercisable in four equal annual installments beginning on April 17, 2003.
- (6) The option becomes exercisable in four equal annual installments beginning on January 14, 2005.
- (10) The option becomes exercisable in four equal annual installments beginning on January 17, 2002.

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- (5) The option becomes exercisable in four equal annual installments beginning on January 25, 2009.
- (7) The option becomes exercisable in four equal annual installments beginning on January 19, 2007.
- (4) The option became 100% exercisable on February 21, 2003.
- (11) The option becomes exercisable in four equal annual installments beginning on January 19, 2001.
- (9) The option becomes exercisable in four equal annual installments beginning on July 31, 2002.
- (1) Shares subject to terms of restricted stock units awarded under the 2000 and 2003 Long-Term Incentive Plans.
- (3) 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.

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