NATIONAL INSTRUMENTS CORP /DE/

Form 4

March 23, 2011

FORM 4

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

OMB Number:

Expires:

3235-0287 January 31,

2005

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Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

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OMB APPROVAL

response...

Form 4 or Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type	Responses)									
1. Name and Address of Reporting Person ** KODOSKY JEFFREY L			Symbol NATIO		d Ticker or Trading STRUMENTS ATI]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
	ONAL INSTRUM 500 N. MOPAC			Day/Year)	Fransaction	_X_ Director Officer (give t below)		Owner er (specify		
(Street) AUSTIN, TX 78759			4. If Amendment, Date 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				
AUSTIN,	1A 10139					Person				
(City)	(State)	(Zip)	Tab	ole I - Non-	Derivative Securities Acq	uired, Disposed of,	or Beneficial	ly Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution I any		3. Transaction Code	4. Securities Acquired (A onor Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially	6. Ownership Form:	7. Nature Indirect Beneficia		

(City)	(State)	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. Transa Code (Instr.		4. Securities Acquired (A) onor Disposed of (D) (Instr. 3, 4 and 5)			Securities Ownership Beneficially Form:		7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount	or (D)	Price	(Instr. 3 and 4)			
Common Stock	01/05/2011		G	V	25,000	D	\$ 0	869,405	D		
Common Stock	01/05/2011		G	V	25,000	D	\$ 0	869,406	I	by Spouse	
Common Stock	03/21/2011		S		1,000 (1)	D	\$ 30.9454	868,405	D		
Common Stock	03/21/2011		S		1,000 (1)	D	\$ 30.9454	868,406	I	by Spouse	
	03/21/2011		S			D		639,431	I		

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Common Stock			1,000 (1)		\$ 30.9454			by Laura Kodosky trust
Common Stock	03/21/2011	S	1,000 (1)	D	\$ 30.9454	639,431	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)

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

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 (Instr.	etion	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Under	ınt of rlying	8. Price of Derivative Security (Instr. 5)
				Code	v	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address	Relationships							
. 9	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

03/23/2011

Date

**Signature of Reporting Person

Reporting Owners 2

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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.