TEXAS INSTRUMENTS INC

Form 4 April 24, 2006

FORM 4

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

OMB Number:

3235-0287

January 31, Expires: 2005

OMB APPROVAL

if no longer subject to Section 16. Form 4 or

Check this box

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

Estimated average burden hours per response... 0.5

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).

Stock

(Print or Type Responses)

1. Name and A WHITMAN	DD Symbol	TEXAS INSTRUMENTS INC			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) 12500 TI BO	(First) (M	iddle) 3. Date of (Month/D	3. Date of Earliest Transaction (Month/Day/Year) 04/21/2006			_X_ Director Officer (gives		6 Owner er (specify
DALLAS, T		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 Person			
(City)		Zip) Tabl e	e I - Non-D	erivative S	Securities Ac	equired, Disposed	of, or Beneficia	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. SecuritonAcquired Disposed (Instr. 3,	l (A) or l of (D)		6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common						2.000	D	

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

Persons who respond to the collection of **SEC 1474** information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

D

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

Edgar Filing: TEXAS INSTRUMENTS INC - Form 4

1. Title of Derivative	2.	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4.	5. Number on Derivative	6. Date Exer		7. Title and A		8. Price Deriva
Security (Instr. 3)	Conversion or Exercise Price of Derivative Security	(Monui/Day/Tear)	any (Month/Day/Year)	Code (Instr. 8)	Securities	*		Underlying Securities (Instr. 3 and 4)		Securit (Instr.
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Units	\$ 1 <u>(1)</u>	04/21/2006		A	65.93	(2)	(2)	Common Stock	65.93	\$ 35

Reporting Owners

Reporting Owner Name / Address	Relationships					
. 0	Director	10% Owner	Officer	Other		
WHITMAN CHRISTINE TODD 12500 TI BOULEVARD DALLAS, TX 75243	X					

Signatures

DANIEL M. DRORY, ATTORNEY IN 64/24/2006

**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).
- (2) 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.
- (1) Security converts to common stock on a one-for-one basis.

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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