

BLINN MARK A
Form 4
January 29, 2018

FORM 4

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

OMB APPROVAL

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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 *
BLINN MARK A

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)

3. Date of Earliest Transaction (Month/Day/Year)
01/25/2018

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

DALLAS, TX 75243
(City) (State) (Zip)

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)
				(A) or (D)	Price		
Common Stock	01/25/2018		A	907 ⁽¹⁾	\$ 0	10,178	D
Common Stock	01/29/2018		M	3,075	\$ 44.09	13,253	D
Common Stock	01/29/2018		M	2,635	\$ 53.94	15,888	D
Common Stock	01/29/2018		M	2,498	\$ 52.93	18,386	D
Common Stock	01/29/2018		M	1,516	\$ 79.26	19,902	D

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Common Stock	01/29/2018	S	9,724	D	\$ 112.47	10,178	D	
Common Stock						12,000 ⁽²⁾	I	By Trust
Common Stock						3,000 ⁽³⁾	I	By Trust

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

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(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)	
					(A)	(D)	Date Exercisable	Expiration Date		
				Code	V	(A)	(D)		Title	Amount or Number of Shares
NQ Stock Option (Right to Buy)	\$ 110.15	01/25/2018		A		4,306		⁽⁴⁾ 01/25/2028	Common Stock	4,306
NQ Stock Option (Right to Buy)	\$ 44.09	01/29/2018		M		3,075		⁽⁵⁾ 01/23/2024	Common Stock	3,075
NQ Stock Option (Right to Buy)	\$ 53.94	01/29/2018		M		2,635		⁽⁶⁾ 01/28/2025	Common Stock	2,635
NQ Stock Option (Right to Buy)	\$ 52.93	01/29/2018		M		2,498		⁽⁷⁾ 01/29/2026	Common Stock	2,498

NQ Stock Option (Right to Buy)	\$ 79.26	01/29/2018	M	1,516	<u>(8)</u>	01/26/2027	Common Stock	1,516
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BLINN MARK A 12500 TI BOULEVARD DALLAS, TX 75243	X			

Signatures

/s/ Muriel C. McFarling, Attorney in Fact	01/29/2018
<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).
- (1) Award of restricted stock units pursuant to 2009 Long-Term Incentive Plan.
- (2) Shares held in Trust for the benefit of family member of which reporting person is a co-trustee. Beneficial ownership by reporting person disclaimed.
- (3) Shares held in Trust for the benefit of family member; reporting person shares investment control. Beneficial ownership by reporting person disclaimed.
- (4) The option becomes exercisable in four equal annual installments beginning on January 25, 2019.
- (5) The option became exercisable in four equal annual installments beginning on January 23, 2015.
- (6) The option becomes exercisable in four equal annual installments beginning on January 28, 2016.
- (7) The option becomes exercisable in four equal annual installments beginning on January 29, 2017.
- (8) The option becomes exercisable in four equal annual installments beginning on January 26, 2018.

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.