

SECURITIES AND EXCHANGE COMMISSION

FORM 3

Filing Date: **2012-04-30** | Period of Report: **2012-04-19**
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REPORTING OWNER

ANDERSKOUV NIELS

CIK: **1548256**

Type: **3** | Act: **34** | File No.: **001-03761** | Film No.: **12797412**

Mailing Address
*12500 TI BOULEVARD
MS 8658
DALLAS TX 75243*

ISSUER

TEXAS INSTRUMENTS INC

CIK: **97476** | IRS No.: **750289970** | State of Incorporation: **DE** | Fiscal Year End: **1231**
SIC: **3674** Semiconductors & related devices

Mailing Address
*12500 TI BLVD
PO BOX 660199
DALLAS TX 75266*

Business Address
*P.O. BOX 660199
DALLAS TX 75266
9729953773*

FORM 3

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

OMB APPROVAL	
OMB Number:	3235-0104
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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

1. Name and Address of Reporting Person <u>ANDERSKOUV NIELS</u> _____ (Last) (First) (Middle) <u>12500 TI BOULEVARD</u> _____ (Street) <u>DALLAS, TX 75243</u> _____ (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>04/19/2012</u>	3. Issuer Name and Ticker or Trading Symbol <u>TEXAS INSTRUMENTS INC [TXN]</u> 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) _____ Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) <u>Sr. Vice President</u> 5. If Amendment, Date Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person _____ Form Filed by More than One Reporting Person
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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	134,277 ⁽¹⁾	D	
Common Stock	56,166	I	By wholly owned corporation

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 (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
NQ Stock Option (Right to Buy)	(2)	01/14/2014	Common Stock	25,000	\$32.39	D	
NQ Stock Option (Right to Buy)	(3)	01/19/2016	Common Stock	12,500	\$32.55	D	
NQ Stock Option (Right to Buy)	(4)	01/18/2017	Common Stock	17,500	\$28.32	D	
NQ Stock Option (Right to Buy)	(5)	01/25/2018	Common Stock	25,000	\$29.79	D	
NQ Stock Option (Right to Buy)	(6)	01/29/2019	Common Stock	12,500	\$14.95	D	
NQ Stock Option (Right to Buy)	(6)	01/29/2019	Common Stock	12,500	\$14.95	D	
NQ Stock Option (Right to Buy)	(7)	01/28/2020	Common Stock	46,875	\$23.05	D	
NQ Stock Option (Right to Buy)	(7)	01/28/2020	Common Stock	46,875	\$23.05	D	

NQ Stock Option (Right to Buy)	(8)	01/27/2021	Common Stock	87,500	\$34.63	D	
NQ Stock Option (Right to Buy)	(9)	01/26/2022	Common Stock	87,500	\$32.36	D	

Explanation of Responses:

1. Includes 133,336 shares subject to terms of restricted stock units awarded under the Issuer's long-term incentive plans.
2. The option becomes exercisable in four equal annual installments beginning on January 14, 2005.
3. The option becomes exercisable in four equal annual installments beginning on January 19, 2007.
4. The option becomes exercisable in four equal annual installments beginning on January 18, 2008.
5. The option becomes exercisable in four equal annual installments beginning on January 25, 2009.
6. The option becomes exercisable in four equal annual installments beginning on January 29, 2010.
7. The option becomes exercisable in four equal annual installments beginning on January 28, 2011.
8. The option becomes exercisable in four equal annual installments beginning on January 27, 2012.
9. The option becomes exercisable in four equal annual installments beginning on January 26, 2013.

Signatures

/s/ Daniel M. Drory, Attorney In Fact

** Signature of Reporting Person

04/30/2012

Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.

Authorization

I hereby authorize Joseph F. Hubach, Cynthia H. Grimm, Daniel M. Drory, Jane S. Nahra, and Suzanne A. Thomas or any one of them to sign and file on my behalf any and all forms required by the Securities and Exchange Commission pursuant to Section 16 of the Securities Exchange Act of 1934 (the "Exchange Act") relating to the reporting of beneficial ownership of equity securities of Texas Instruments Incorporated (the "Company"), and of changes in such beneficial ownership, as well as any and all representation letters that may be required in connection with sales by you of equity securities of the Company, together with any and all amendments to the foregoing. This authorization shall be effective on and after the date set forth below and shall continue in effect until I am no longer required to file such forms and letters, unless earlier revoked by me in writing.

I acknowledge that the persons authorized hereunder are not assuming, nor is the Company assuming any of my responsibilities to comply with Section 16 of the Exchange Act and other relevant securities laws.

Dated as of the 27th day of April 2012.

/s/ Niels Anderskov