

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person * <b>MARCH KEVIN P</b>			2. Issuer Name and Ticker or Trading Symbol <b>TEXAS INSTRUMENTS INC [ TXN ]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>Sr. Vice President &amp; CFO</b>			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>04/30/2013</b>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person			
<b>12500 TI BOULEVARD</b>			4. If Amendment, Date of Original Filed (Month/Day/Year)						
(Street)	<b>DALLAS</b>	<b>TX</b>	<b>75243</b>						
(City)	(State)	(Zip)							

**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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	04/30/2013		M		40,000	A	\$32.39	382,440	D	
Common Stock	04/30/2013		s <sup>(1)</sup>		40,000	D	\$36.0425	342,440	D	
Common Stock								1,938.82 <sup>(2)</sup>	I	By Trust--PS
Common Stock								41.37 <sup>(3)</sup>	I	By Trust-401(k)

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
NQ Stock Option (Right to Buy)	\$32.39	04/30/2013		M			40,000	(4)	01/14/2014	Common Stock	40,000	\$0	80,000	D	

**Explanation of Responses:**

- Sales effected pursuant to a Rule 10b5-1 trading plan entered into by the reporting person on 1-30-2013. The sales were at prices ranging from \$35.77 to \$36.17. The price in Table I is the weighted average sale price. The issuer undertakes to provide upon request a detailed breakout of the sale prices and the number of shares sold at each price.
- Estimated shares attributable to TI Universal Profit Sharing Account as of 3-31-2013. (Interests in this account are denominated in units. Consequently, share amount shown is an estimate.) This statement does not include changes in beneficial ownership of shares held in such account occurring after 3-31-2013 that are eligible for deferred reporting on Form 5.
- Estimated shares attributable to TI 401(k) Account as of 3-31-2013. (Interests in this account are denominated in units. Consequently, share amount shown is an estimate.) This statement does not include changes in beneficial ownership of shares held in this account occurring after 3-31-2013 that are eligible for deferred reporting on Form 5.
- The option becomes exercisable in four equal annual installments beginning on January 14, 2005.

/s/ Daniel M. Drory, Attorney      05/01/2013  
In Fact

\*\* Signature of Reporting Person      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.**