

1 NAME OF REPORTING PERSON: Texas Instruments Incorporated

S.S. OR I.R.S. IDENTIFICATION NO.
OF ABOVE PERSON:

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP: N/A
(a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS: 00

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e):

6 CITIZENSHIP OR PLACE OF ORGANIZATION: Delaware

| | | | |
|---|----|---------------------------|-----------|
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7 | SOLE VOTING POWER: | 2,031,578 |
| | 8 | SHARED VOTING POWER: | 0 |
| | 9 | SOLE DISPOSITIVE POWER: | 2,031,578 |
| | 10 | SHARED DISPOSITIVE POWER: | 0 |

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON: 2,031,578

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES:

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): 9.8%

14 TYPE OF REPORTING PERSON: CO

This Amendment No. 2 to Schedule 13D amends and supplements the Statement on Schedule 13D initially filed with the Securities and Exchange Commission (the "SEC") on or about November 7, 1995, as amended and restated by Amendment No. 1 filed with the SEC on April 8, 1997 (the "Schedule 13D"), by Texas Instruments Incorporated ("TI"). Unless otherwise indicated, capitalized terms used herein shall have the respective meanings given such terms in the Schedule 13D.

ITEM 5 INTEREST IN SECURITIES OF ISSUER.

- (a) TI beneficially owns 1,946,578 shares of the Issuer Common Stock (representing approximately 9.4% of the outstanding shares of such class of securities).
- (b) TI has the sole power to vote or to direct the vote and the sole power to dispose or to direct the disposition of 1,946,578 shares of Issuer Common Stock.
- (c) The following transactions in the Issuer Common Stock were effected by TI since the date of the event requiring the filing of the most recent amendment to the Schedule 13D:

| Date ---- | No. of Shares ----- | Sale/Purchase ----- | Price per Share ----- |
|--------------|------------------------|------------------------|--------------------------|
| 4/4/97 | 190,000 | Sale | \$20.553 |
| 4/7/97 | 130,000 | Sale | \$20.928674 |
| 4/8/97 | 135,000 | Sale | \$20.928674 |
| 4/9/97 | 20,000 | Sale | \$20.6375 |
| 4/9/97 | 10,000 | Sale | \$21.00 |

All of the above transactions were effected in brokers' transactions on the Nasdaq National Market pursuant to Rule 144 under the Securities Act of 1933, as amended. The price per share is the average price for the sale of such shares on the referenced date, excluding brokerage commissions.

- (d) N/A
- (e) N/A

ITEM 7 MATERIAL TO BE FILED AS EXHIBITS.

None

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

TEXAS INSTRUMENTS INCORPORATED

April 10, 1997

Date

By: /s/ William A. Aylesworth

Name: William A. Aylesworth

Title: Senior Vice President

