SEC 1	Form 4
-------	--------

 \square

I

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

OWB APPRC	JVAL					
OMB Number:	3235-0287					
Estimated average burden						
hours per response:	0.5					

1. Name and Address of Reporting Person [*] HEACOCK DAVID K		Person*	2. Issuer Name and Ticker or Trading Symbol <u>TEXAS INSTRUMENTS INC</u> [TXN]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner
(Last) 12500 TI BOI	Last) (First) (Middle) 2500 TI BOULEVARD		3. Date of Earliest Transaction (Month/Day/Year) 01/31/2013	X Onlice (give the Source (specify below) below) Sr. Vice President
(Street) DALLAS (City)	TX (State)	75243 (Zip)	4. If Amendment, Date of 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

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)	Transaction Code (Instr.		4. Securities Disposed Of			5. Amount of Securities Beneficially Owned Following Reported	Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(Instr. 4)
Common Stock	01/31/2013		S ⁽¹⁾		46,668	D	\$32.8347	169,240	D	

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. Transa Code (8)		of Deriv Secut Acqu (A) or Dispo of (D)	Expiration Date (Month/Day/Year) cquired) or sposed (D) str. 3, 4		7. Title Amouri Securi Underi Deriva Securi and 4)	nt of ties ying	Security S (Instr. 5) E F R T	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	Ownership Form:	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Explanation of Responses:

1. Sales effected pursuant to a Rule 10b5-1 trading plan entered into by the reporting person on 2-7-2012. The sales were at prices ranging from \$32.665 to \$33.020. 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

> /s/ Daniel M. Drory, Attorney 02/01/2013

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.