SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject 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 OMB APPROVAL
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1. Name and Addre Van Haren Ji	ess of Reporting Per <u>1lie</u>	'son [*]	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				
,				x	Officer (give title	Other (specify		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 01/25/2019		below)	below)		
12500 TI BOULEVARD			01/23/2019		Sr. Vice President			
(Street)			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line)	idual or Joint/Group Filing	(Check Applicable		
DALLAS	TX	75243		X	Form filed by One Repo	orting Person		
(City)	(State)	(Zip)			Form filed by More thar Person	n One Reporting		

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)					5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership
			Code	v	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		(Instr. 4)
Common Stock	01/25/2019		A		4,789 ⁽¹⁾	A	\$ <mark>0</mark>	30,523	D	
Common Stock	01/28/2019		М		3,953	A	\$53.94	34,476	D	
Common Stock	01/28/2019		S		3,953	D	\$101.88	30,523	D	
Common Stock								683.3197 ⁽²⁾	I	By Trust 401(k)
Common Stock								28.7652 ⁽³⁾	I	By Trust PS

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

	(eigi, puis, variants) ophons; 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)	ate, Transaction Deriva Code (Instr. Secur 8) Acqui or Dis of (D)		5. Numb Derivati Securiti Acquire or Dispo of (D) (II 4 and 5)	ve es d (A) osed nstr. 3,	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	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	Amount or Number of Shares		Transaction(s) (Instr. 4)		
NQ Stock Option (Right to Buy)	\$104.41	01/25/2019		A		22,664		(4)	01/25/2029	Common Stock	22,664	\$104.41	22,664	D	
NQ Stock Option (Right to Buy)	\$53.94	01/28/2019		М			3,953	(5)	01/28/2025	Common Stock	3,953	\$0	0	D	

Explanation of Responses:

1. Award of restricted stock units pursuant to 2009 Long-Term Incentive Plan.

2. Estimated shares attributable to TI 401(k) Account as of 12-31-2018. (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 12-31-2018 that are eligible for deferred reporting on Form 5.

3. Estimated shares attributable to TI Universal Profit Sharing Account as of 12-31-2018. (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 12-31-2018 that are eligible for deferred reporting on Form 5.

4. The option becomes exercisable in four equal annual installments beginning on January 25, 2020.

5. The option becomes exercisable in four equal annual installments beginning on January 28, 2016.

<u>/s/ Muriel C. McFarling,</u> <u>Attorney in Fact</u>

<u>01/29/2019</u>

** Signature of Reporting Person Date

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

 \ast 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.