

SECURITIES AND EXCHANGE COMMISSION

Washington, D. C. 20549

FORM 10-K/A

AMENDMENT NO. 1 TO ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the Fiscal Year Ended December 31, 1999 Commission File Number 1-3761

TEXAS INSTRUMENTS INCORPORATED

(Exact name of Registrant as specified in its charter)

Delaware

75-0289970

(State of Incorporation)

(I.R.S. Employer Identification No.)

12500 TI Boulevard, P.O. Box 660199, Dallas, Texas

75266-0199

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code 972-995-3773

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Name of each exchange on which registered
Common Stock, par value \$1.00	New York Stock Exchange The Swiss Exchange
Preferred Stock Purchase Rights	New York Stock Exchange

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes X No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of the Registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. X

The aggregate market value of voting stock held by non-affiliates of the Registrant was approximately \$85,473,000,000 as of January 31, 2000.

814,528,072

(Number of shares of common stock outstanding as of January 31, 2000)

Part IV hereof incorporates information by reference to the Registrant's proxy statement for the 2000 annual meeting of stockholders.

List of Items Amended

Part IV

Item	Page
14. Exhibits, Financial Statement Schedules, and Reports on Form 8-K	2

Text of Amendments

Explanatory Note: The annual report on Form 10-K for the year ended December 31, 1999 of Texas Instruments Incorporated that was filed on March 3, 2000 (the "Original Filing") is hereby amended by deleting Item 14 in its entirety and replacing it with the Item 14 included herein. The purpose of the amendment is to make certain changes to Schedule II, Allowance for Losses.

Any items in the Original Filing not expressly changed hereby shall be as set forth in the Original Filing. All information contained in this amendment and the Original Filing is subject to updating and supplementing as provided in the company's periodic reports filed with the SEC subsequent to the date of such reports.

PART IV

ITEM 14. Exhibits, Financial Statement Schedules, and Reports on Form 8-K.

(a) 1 and 2. Financial Statements and Financial Statement Schedules:

The financial statements and financial statement schedules are listed in the index on page 8 hereof.

3. Exhibits:

Designation of Exhibit in this Report	Description of Exhibit
3(a)	Restated Certificate of Incorporation of the Registrant (incorporated by reference to Exhibit 3(a) to the Registrant's Annual Report on Form 10-K for the year 1993).
3(b)	Certificate of Amendment to Restated Certificate of Incorporation of the Registrant (incorporated by reference to Exhibit 3(b) to the Registrant's Annual Report on Form 10-K for the year 1993).
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3(c)	Certificate of Amendment to Restated Certificate of Incorporation of the Registrant (incorporated by reference to Exhibit 3(c) to the Registrant's Annual Report on Form 10-K for the year 1993).
3(d)	Certificate of Amendment to Restated Certificate of Incorporation of the Registrant (incorporated by reference to Exhibit 3 to the Registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 1996).
3(e)	Certificate of Ownership Merging Texas Instruments Automation Controls, Inc. into the Registrant (incorporated by reference to Exhibit 3(e) to the Registrant's Annual Report on Form 10-K for the year 1993).
3(f)	Certificate of Elimination of Designations of Preferred Stock of the Registrant (incorporated by reference to Exhibit 3(f) to the Registrant's Annual Report on Form 10-K for the year 1993).
3(g)	Certificate of Ownership and Merger Merging Tiburon Systems, Inc. into the Registrant (incorporated by reference to Exhibit 4(g) to the Registrant's Registration Statement No. 333-41919 on Form S-8).
3(h)	Certificate of Ownership and Merger Merging Tartan, Inc. into the Registrant (incorporated by reference to Exhibit 4(h) to the Registrant's Registration Statement No. 333-41919 on Form S-8).
3(i)	Certificate of Designation relating to the Registrant's Participating Cumulative Preferred Stock (incorporated by reference to Exhibit 4(a) to the Registrant's Quarterly Report on Form 10-Q for the quarter ended September 30, 1998).
3(j)	Certificate of Elimination of Designation of Preferred Stock of the Registrant (incorporated by reference to Exhibit 3(j) to the Registrant's Annual Report on Form 10-K for the year 1998).
3(k)	Certificate of Ownership and Merger Merging

Intersect Technologies, Inc. into the Registrant.+

3(l) Certificate of Ownership and Merger Merging  
Soft Warehouse, Inc. into the Registrant.+

3(m) Certificate of Ownership and Merger Merging  
Silicon Systems, Inc. into the Registrant.+

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3(n) By-Laws of the Registrant.+

4(a)(i) Rights Agreement dated as of June 18, 1998  
between the Registrant and Harris Trust and  
Savings Bank as Rights Agent, which includes as  
Exhibit B the form of Rights Certificate  
(incorporated by reference to Exhibit 1 to the  
Registrant's Registration Statement on Form 8-A  
dated June 23, 1998).

4(a)(ii) Amendment dated as of September 18, 1998 to the  
Rights Agreement (incorporated by reference to  
Exhibit 2 to the Registrant's Amendment No. 1 to  
Registration Statement on Form 8-A dated September  
23, 1998).

4(b) The Registrant agrees to provide the Commission,  
upon request, copies of instruments defining the  
rights of holders of long-term debt of the  
Registrant and its subsidiaries.

10(a)(i) Amended and Restated TI Deferred Compensation  
Plan.\*+

10(a)(ii) First Amendment to Restated TI Deferred  
Compensation Plan.\*+

10(a)(iii) Second Amendment to Restated TI Deferred Compensation Plan.\*+

10(b)(i) TI Employees Supplemental Pension Plan.\*+

10(b)(ii) First Amendment to TI Supplemental Pension Plan.\*+

10(c) Texas Instruments Long-Term Incentive Plan  
(incorporated by reference to Exhibit 10(a)(ii)  
to the Registrant's Annual Report on Form 10-K  
for the year 1993).\*

10(d) Texas Instruments 1996 Long-Term Incentive Plan  
(incorporated by reference to Exhibit 10 to the  
Registrant's Quarterly Report on Form 10-Q for  
the quarter ended June 30, 1996).\*

10(e) Texas Instruments Executive Officer Performance  
Plan (incorporated by reference to the  
Registrant's Quarterly Report on Form 10-Q for  
the quarter ended March 31, 1997).\*

10(f) Texas Instruments Restricted Stock Unit Plan for  
Directors (incorporated by reference to  
Exhibit 10(e) to the Registrant's Quarterly  
Report on Form 10-Q for the quarter ended  
March 31, 1998).

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10(g) Texas Instruments Directors Deferred Compensation  
Plan (incorporated by reference to Exhibit 10(f)  
to the Registrant's Quarterly Report on Form 10-Q  
for the quarter ended March 31, 1998).

10(h) Texas Instruments Stock Option Plan for  
Non-Employee Directors (incorporated by reference  
to Exhibit 10(g) to the Registrant's Annual Report  
on Form 10-K for the year 1998).

10(i) Asset Purchase Agreement dated as of January 4,  
1997 between the Registrant and Raytheon Company  
(exhibits and schedules omitted) (incorporated by  
reference to Exhibit 2.1 to the Registrant's  
Current Report on Form 8-K dated January 4,

1997).

- 10(j) Acquisition Agreement dated as of June 18, 1998 between Texas Instruments Incorporated and Micron Technology, Inc. (exhibit C omitted) (incorporated by reference to Exhibit 2.1 to the Registrant's Current Report on Form 8-K dated June 18, 1998).
- 10(k) Second Amendment to Acquisition Agreement dated as of September 30, 1998 between Texas Instruments Incorporated and Micron Technology, Inc. (incorporated by reference to Exhibit 2.2 to the Registrant's Current Report on Form 8-K dated October 15, 1998).
- 10(l) Securities Rights and Restrictions Agreement dated as of September 30, 1998 between Texas Instruments Incorporated and Micron Technology, Inc. (incorporated by reference to Exhibit 10(k) to the Registrant's Annual Report on Form 10-K for the year 1998).
- 11 Computation of Earnings Per Common and Dilutive Potential Common Share.+
- 12 Computation of Ratio of Earnings to Fixed Charges.+
- 13 Exhibit B to the Registrant's Proxy Statement for the 2000 Annual Meeting of Stockholders, which contains Registrant's 1999 annual report to stockholders, incorporated by reference herein (incorporated by reference to the Registrant's Proxy Statement for the 2000 Annual Meeting of Stockholders).
- 21 List of Subsidiaries of the Registrant.+
- 23 Consent of Ernst & Young LLP.+  
  
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- 23.1 Consent of Ernst & Young LLP.
- 27 Financial Data Schedule as of December 31, 1999 and for the year then ended.+
- 27.1 Restated Financial Data Schedule as of December 31, 1998 and for the year then ended.+
- 27.2 Restated Financial Data Schedule as of December 31, 1997 and for the year then ended.+

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+Previously filed with the Registrant's Annual Report on Form 10-K for the year 1999.

\*Executive Compensation Plans and Arrangements:

Amended and Restated TI Deferred Compensation Plan.

First Amendment to Restated TI Deferred Compensation Plan.

Second Amendment to Restated TI Deferred Compensation Plan.

TI Employees Supplemental Pension Plan.

First Amendment to TI Supplemental Pension Plan.

Texas Instruments Long-Term Incentive Plan (incorporated by reference to Exhibit 10(a)(ii) to the Registrant's Annual Report on Form 10-K for the year 1993).

Texas Instruments 1996 Long-Term Incentive Plan (incorporated by reference to Exhibit 10 to the Registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 1996).

Texas Instruments Executive Officer Performance Plan (incorporated by reference to the Registrant's Quarterly Report on Form 10-Q for the quarter ended March 31, 1997).

(b) Reports on Form 8-K:

The Registrant filed the following reports on Form 8-K with the SEC during the quarter ended December 31, 1999: Form 8-K dated October 15, 1999, relating to completion of the acquisition by the Registrant of Unitrode Corporation; and

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SIGNATURE

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this amendment to be signed on its behalf by the undersigned, thereunto duly authorized.

TEXAS INSTRUMENTS INCORPORATED

By: /s/ WILLIAM A. AYLESWORTH

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William A. Aylesworth  
Senior Vice President,  
Treasurer and Chief  
Financial Officer

Date: March 22, 2000

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TEXAS INSTRUMENTS INCORPORATED AND SUBSIDIARIES

INDEX TO FINANCIAL STATEMENTS  
AND FINANCIAL STATEMENT SCHEDULES  
(Item 14(a))

Page Reference  
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Information incorporated by reference  
to the Registrant's Proxy Statement for  
the 2000 Annual Meeting of Stockholders

Consolidated Financial Statements:

Income for each of the three years in the period ended December 31, 1999	B-1
Balance sheet at December 31, 1999 and 1998	B-2
Cash flows for each of the three years in the period ended December 31, 1999	B-3
Stockholders' equity for each of the three years in the period ended December 31, 1999	B-4
Notes to financial statements	B-5 - B-29
Report of Independent Auditors	B-30

Consolidated Schedule for each of the three  
years in the period ended December 31, 1999:

II. Allowance for Losses	9
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All other schedules have been omitted since the required information is  
not present or not present in amounts sufficient to require submission of the  
schedule, or because the information required is included in the consolidated  
financial statements or the notes thereto.

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Schedule II  
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TEXAS INSTRUMENTS AND SUBSIDIARIES  
ALLOWANCE FOR LOSSES  
(IN MILLIONS OF DOLLARS)  
Years Ended December 31, 1999, 1998, 1997

Description	Balance at Beginning of Year	Charged to Expenses	Deductions	Balance at End of Year
Allowance for losses:				
1999	\$72	\$ 82	\$ (87)	\$67
1998	\$62	\$ 87	\$ (77)	\$72
1997	\$88	\$124	\$(150)	\$62

Allowance for losses from uncollectible accounts, returns, etc., are deducted from accounts  
receivable in the balance sheet.

Exhibit Index

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Texas Instruments Executive Officer Performance Plan (incorporated by reference to the Registrant's Quarterly Report on Form 10-Q for

the quarter ended March 31, 1997).

## CONSENT OF INDEPENDENT AUDITORS

We consent to the use of our report dated January 24, 2000, included in the Annual Report on Form 10-K of Texas Instruments Incorporated for the year ended December 31, 1999, with respect to the financial statement schedule, as amended, included in this Form 10-K/A (Amendment No. 1).

We also consent to the incorporation by reference in the following registration statements, and in the related prospectuses thereto, of our report dated January 24, 2000 with respect to the financial statement schedule of Texas Instruments Incorporated included in this Annual Report on Form 10-K/A (Amendment No. 1) for the year ended December 31, 1999: Registration Statements (Forms S-8) No. 33-61154, No. 33-21407 (as amended), No. 33-42172, No. 33-54615, No. 333-07127, No. 333-41913, No. 333-41919, No. 333-31319, No.333-31321, No. 333-31323, and No. 333-48389, and Registration Statements (Form S-3) No. 333-03571 and No. 333-93011, and Registration Statements (Form S-4) No. 333-89433, No. 333-89097, No. 333-87199, and No. 333-80157.

/s/ ERNST & YOUNG LLP

Dallas, Texas  
March 22, 2000