SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

1. Name and Address of Reporting Person[*] **Lovett Melendy E**	2. Issuer Name **and** Ticker or Trading Symbol **TEXAS INSTRUMENTS INC** [**TXN**]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
(Last) (First) (Middle) **12500 TI BOULEVARD**	3. Date of Earliest Transaction (Month/Day/Year) 02/06/2013	Director 10% Owner X Officer (give title below) Other (specify below) Sr. Vice President
(Street) **DALLAS TX 75243** (City) (State) (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)	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	02/06/2013		M		28,125	A	$14.95	90,625	D	
Common Stock	02/06/2013		M		28,125	A	$14.95	118,750	D	
Common Stock	02/06/2013		S[(1)]		56,250	D	$33.5292	62,500	D	
Common Stock								2,908.23[(2)]	I	By Trust--PS

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	Amount or Number of Shares				
NQ Stock Option (Right to Buy)	$14.95	02/06/2013		M			28,125	[(3)]	01/29/2019	Common Stock	28,125	$0	0	D	
NQ Stock Option (Right to Buy)	$14.95	02/06/2013		M			28,125	[(3)]	01/29/2019	Common Stock	28,125	$0	0	D	

Explanation of Responses:

1. The price in Table 1 is a weighted average sale price. The sales were at prices ranging from $33.5100 to $33.5750. The Issuer undertakes to provide upon request a detailed breakout of the sale prices and the number of shares sold at each price.

2. Estimated shares attributable to TI Universal Profit Sharing Account as of 1-31-13. (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 1-31-13 reporting on Form 5.

3. The option becomes exercisable in four equal annual installments beginning on January 29, 2010.

/s/ Daniel M. Drory, Attorney In Fact   02/08/2013

** Signature of Reporting Person   Date