

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549
POST-EFFECTIVE AMENDMENT NO. 2

TO

FORM S-3
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

TEXAS INSTRUMENTS INCORPORATED
(Exact name of registrant as specified in charter)

DELAWARE
(State or other jurisdiction of incorporation or organization)

75-0289970
(I.R.S. Employer Identification No.)

12500 TI BOULEVARD
P.O. BOX 660199
DALLAS, TEXAS 75266-0199
972-995-3773
(Address, including zip code, and telephone number, including area code, of
registrant's principal executive offices)

TEXAS INSTRUMENTS TUCSON CORPORATION
(Exact name of registrant as specified in charter)

DELAWARE
(State or other jurisdiction of incorporation or organization)

86-0445468
(I.R.S. Employer Identification No.)

6730 SOUTH TUCSON BOULEVARD
TUCSON, ARIZONA 85706
520-746-7365
(Address, including zip code, and telephone number, including area code, of
registrant's principal executive offices)

JOSEPH F. HUBACH
SENIOR VICE PRESIDENT, SECRETARY AND GENERAL COUNSEL
TEXAS INSTRUMENTS INCORPORATED
12500 TI BOULEVARD
P.O. BOX 660199
DALLAS, TEXAS 75266-0199
972-995-3773
(Name, address, including zip code, and telephone number,
including area code, of agent for service)

If the only securities being registered on this Form are being offered pursuant
to dividend or interest reinvestment plans, please check the following box. []

If any of the securities being registered on this Form are to be offered on a
delayed or continuous basis pursuant to Rule 415 under the Securities Act of
1933, other than securities offered only in connection with dividend or interest
reinvestment plans, check the following box. [x]

If this Form is filed to register additional securities for an offering pursuant
to Rule 462(b) under the Securities Act, please check the following box and list
the Securities Act registration statement number of the earlier effective
registration statement for the same offering. []

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under
the Securities Act, check the following box and list the Securities Act
registrations statement number of the earlier effective registration statement
for the same offering. []

If delivery of the prospectus is expected to be made pursuant to Rule 434,
please check the following box. []

EXPLANATORY NOTE

Texas Instruments Incorporated and Texas Instruments Tucson Corporation (together, the "Registrants") filed with the Securities and Exchange Commission a Registration Statement on Form S-3 (Reg. No. 333-44572), as amended (the "Registration Statement"), which registered 2,257,113 shares of common stock, par value \$1.00 per share, of Texas Instruments Incorporated (the "Shares"), issuable upon conversion of the 4 1/4% Convertible Subordinated Notes due 2007 of Texas Instruments Tucson Corporation. The offering contemplated by the Registration Statement has terminated by virtue of the expiration of the Registrants' contractual obligations to maintain the effectiveness of the Registration Statement. Pursuant to the undertaking stated in the Registration Statement, the Registrants are filing this Post-Effective Amendment No. 2 to terminate the effectiveness of such Registration Statement and to deregister all of the Shares registered thereby which remain outstanding as of such termination.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Post Effective Amendment No. 2 to the registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas, on February 28, 2003.

TEXAS INSTRUMENTS INCORPORATED

By: /s/ WILLIAM A. AYLESWORTH

Name: William A. Aylesworth

Title: Senior Vice President,
Chief Financial Officer and
Chief Accounting Officer

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

Signature
Title
Date ---

- *

Director
February
28, 2003
- -----

James R.
Adams *
Director
February
28, 2003
- -----

David L.
Boren

Signature
Title Date

----- *
Director
February
28, 2003 -

-- James B.
Busey IV *
Director
February
28, 2003 -

-- Daniel
A. Carp *
Chairman of
the Board;
President;
February
28, 2003 -

-- Chief
Executive
Officer;
Director
Thomas J.
Engibous *
Director
February
28, 2003 -

-- Gerald
W.
Fronterhouse
* Director
February
28, 2003 -

-- David R.
Goode *
Director
February
28, 2003 -

-- Wayne R.
Sanders *
Director
February
28, 2003 -

-- Ruth J.
Simmons *
Senior Vice
President;
Chief - ---

Financial
Officer;
Chief
Accounting
February
28, 2003
William A.
Aylesworth
Officer *
By: /s/
William A.
Aylesworth

William A.

Aylesworth
February
28, 2003
Attorney-
in- Fact

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Post Effective Amendment No. 2 to the registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas, on February 28, 2003.

TEXAS INSTRUMENTS TUCSON CORPORATION

By: /s/ BART T. THOMAS

Name: Bart T. Thomas

Title: Secretary

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

Signature
Title Date

President;
Director
February
____, 2003 -

----- Gregg
A. Lowe
/s/
ELIZABETH
W. BULL
Treasurer,
Chief
Financial

Officer,
Chief
Accounting
February
28, 2003

Elizabeth
W. Bull
Officer;
Director
/s/ BART
T. THOMAS
Secretary;
Director
February
28, 2003 -

----- Bart
T. Thomas