

Registration No. 333-31321

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

POST EFFECTIVE AMENDMENT NO. 1

TO FORM S-8

REGISTRATION STATEMENT  
Under  
THE SECURITIES ACT OF 1933

TEXAS INSTRUMENTS INCORPORATED  
(Exact name of Registrant as specified in its 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 75265-0199  
(Address of principal executive offices including zip code)

TEXAS INSTRUMENTS RESTRICTED STOCK UNIT PLAN FOR DIRECTORS  
AND  
TEXAS INSTRUMENTS STOCK OPTION PLAN FOR NON-EMPLOYEE DIRECTORS  
(Full title of the plans)

Joseph F. Hubach,  
Senior Vice President, Secretary and General Counsel  
Texas Instruments Incorporated  
12500 TI Boulevard  
P.O. Box 660199  
Dallas, Texas 75265-0199  
(Name and address of agent for service)

(972)995-3773  
(Telephone number, including area code, of agent for service)

EXPLANATORY STATEMENT

Pursuant to this amendment, shares to be issued in connection with the Texas Instruments Stock Option Plan for Non-Employee Directors are included as a part of the previously registered offering of shares under the Texas Instruments Restricted Stock Unit Plan for Directors.

PART II

Item 3. Incorporation of Documents by Reference.

The Registration Statement on Form S-8, File No. 333-31321, is incorporated by reference herein.

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-8 and has duly caused this Post Effective Amendment No. 1 to the registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas and State of Texas, on the 5th day of September, 2001.

TEXAS INSTRUMENTS INCORPORATED  
(Registrant)

By: /s/ WILLIAM A. AYLESWORTH

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

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities indicated on the 5th day of September, 2001.

Signature

Title

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\* JAMES R. ADAMS

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James R. Adams

Director

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\* DAVID L. BOREN

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David L. Boren

Director

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\* JAMES B. BUSEY IV

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James B. Busey IV

Director

\* THOMAS J. ENGIBOUS

-----  
Thomas J. Engibus

Chairman; President;  
Chief Executive Officer

\* GERALD W. FRONTERHOUSE

-----  
Gerald W. Fronterhouse

Director

\* DAVID R. GOODE

-----  
David R. Goode

Director

\* WAYNE R. SANDERS

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Wayne R. Sanders

Director

-----  
Ruth J. Simmons

Director

/s/ WILLIAM A. AYLESWORTH

-----  
William A. Aylesworth

Senior Vice President; Treasurer;  
Chief Financial Officer

/s/ M. SAMUEL SELF

-----  
M. Samuel Self

Senior Vice President; Controller;  
Chief Accounting Officer

\*By: /s/ WILLIAM A. AYLESWORTH

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William A. Aylesworth  
Attorney-in-fact