FORM 4

## **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washin

| gton, D.C. 20549 OMB APPROV | . 5.0.00540      |             |
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|                             | gton, D.C. 20549 | OMB APPROVA |
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB Number: Estimated average burden hours per response: 0.5

## Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b)

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*                                   |  |            |            |         | 2. Issuer Name <b>and</b> Ticker or Trading Symbol TEXAS INSTRUMENTS INC [ TXN ] |   |          |        |                                     |  |                           |            |               | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) |   |   |                       |  |                                       |
|--|--|------------|------------|---------|--|---|----------|--------|-------------------------------------|--|---------------------------|------------|---------------|---|---|---|-----------------------|--|---------------------------------------|
| <u>CLARK JANET F</u>   |  |            |            |         |  |   |          |        |                                     |  |                           | -          |               | 7   | Oirector  | or  |                       | 10% Ov   | vner                                  |
| (Last) (First) (Middle) 12500 TI BOULEVARD                                 |  |            |            |         |  | 3. Date of Earliest Transaction (Month/Day/Year) 12/20/2019 |          |        |                                     |  |                           |            |               |   | Officer<br>below)   | (give title   |                       | Other (s<br>below)   | specify                               |
| (Street)   | Street) DALLAS TX 75243  |            |            |         | 4. If  | 4. If Amendment, Date of Original Filed (Month/Day/Year)    |          |        |                                     |  |                           |            |               |   | dividual or Joint/Group Filing (Check Applicable Form filed by One Reporting Person Form filed by More than One Reporting |   |                       |  |                                       |
| (City)   | (S   | tate)      | (Zip)      | ,       |  |   |          |        |                                     |  |                           |            |               |   | Person  | 1   |                       |  |                                       |
|  |  | Tab        | le I - Non | -Deriv  | ative  | e Se  | curities | s Ac   | quired,                             | Dis  | posed o                   | f, or B    | ene           | eficiall  | y Owned   |   |                       |  |                                       |
| 1. Title of Security (Instr. 3)  2. Transa Date (Month/D                   |  |            |            |         | ear)   i   | 2A. Deemed<br>Execution Date,<br>if any<br>(Month/Day/Year) |          | Code ( | Transaction Dispose Code (Instr. 5) |  | ities Acqu<br>d Of (D) (I |            |               | 5. Amour<br>Securitie<br>Beneficia<br>Owned F                           | es Form<br>ally (D) o<br>following (I) (Ir  |   | r Indirect<br>str. 4) | 7. Nature<br>of Indirect<br>Beneficial<br>Ownership                      |                                       |
|  |  |            |            |         |  |   |          |        | Code                                | v  | Amount                    | (A)<br>(D) | or            | Price   | Reported<br>Transact<br>(Instr. 3 a   | tion(s)   |                       |  | (Instr. 4)                            |
| Common Stock   |  |            |            |         |  |   |          |        |                                     |  |                           |            |               |   | 7,0   | 014   |                       | D  |                                       |
|  | Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) |            |            |         |  |   |          |        |                                     |  |                           |            |               |   |   |   |                       |  |                                       |
| 1. Title of Derivative Conversion or Exercise Price of Derivative Security |  |            |            | Date, T | 4.<br>Transaction<br>Code (Instr.  |   |          |        | Expiration                          | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                           |            | rities<br>ing | ecurity   | 8. Price of<br>Derivative<br>Security<br>(Instr. 5)   | 9. Number of<br>derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s<br>(Instr. 4) |                       | 10.<br>Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I) (Instr. 4) | Beneficial<br>Ownership<br>(Instr. 4) |
|  |  |            |            | C       | Code   | v   | (A)      | (D)    | Date<br>Exercisab                   |  | Expiration<br>Date        | Title      | O<br>N<br>O   | lumber  |   |   |                       |  |                                       |
| Stock  | (1)  | 12/20/2019 |            |         | A  |   | 168.12   |        | (2)                                 |  | (2)                       | Commo      | n 1           | 68.12   | \$126.4   | 5,025.33  | 3(2)                  | D  |                                       |

## **Explanation of Responses:**

- 1. Security converts to common stock on a one-for-one basis.
- 2. Stock units credited under the Texas Instruments 2018 Director Compensation Plan, to be settled in common stock of the Issuer following the reporting person's termination of service as a director of the Issuer. End-of-period holdings include stock units acquired pursuant to the dividend reinvestment provision of the 2018 Plan and the predecessor director compensation plan.

/s/ Muriel C. McFarling, **Attorney in Fact** 

12/23/2019

\*\* Signature of Reporting Person

Date

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

- \* 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.