

| OMB APPROVAL                                 |           |
|--|-----------|
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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*<br><b><u>PATSLEY PAMELA H</u></b> |                      |                  | 2. Issuer Name and Ticker or Trading Symbol<br><b><u>TEXAS INSTRUMENTS INC [ TXN ]</u></b> |  |  | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><input checked="" type="checkbox"/> Director 10% Owner<br>Officer (give title below) Other (specify below) |  |  |
| (Last)   | (First)              | (Middle)         | 3. Date of Earliest Transaction (Month/Day/Year)<br><b><u>10/17/2008</u></b>               |  |  | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br>Form filed by More than One Reporting Person    |  |  |
| <b><u>12500 TI BOULEVARD</u></b>   |                      |                  | 4. If Amendment, Date of Original Filed (Month/Day/Year)                                   |  |  |  |  |  |
| (Street)   | <b><u>DALLAS</u></b> | <b><u>TX</u></b> | <b><u>75243</u></b>  |  |  |  |  |  |
| (City)   | (State)              | (Zip)            |  |  |  |  |  |  |

**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               |   |  |   |
| <b><u>Common Stock</u></b>      |                                      |  |                                |   |   |            | <b><u>7,000</u></b> | <b><u>D</u></b>   |  |   |

**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 |
| <b><u>Stock Units</u></b>                  | <b><u>\$1<sup>(1)</sup></u></b>                        | <b><u>10/17/2008</u></b>             |  | <b><u>A</u></b>                |   | <b><u>472.68</u></b>   |     | <b><u>(2)</u></b>  | <b><u>(2)</u></b> | <b><u>Common Stock</u></b>  | <b><u>472.68</u></b>                       | <b><u>\$17.63</u></b>  | <b><u>11,344.22<sup>(2)</sup></u></b>                     | <b><u>D</u></b>  |       |

**Explanation of Responses:**

- Security converts to common stock on a one-for-one basis.
- Stock units credited under the Texas Instruments 2003 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.

/s/ Daniel M. Drory, Attorney In Fact 10/20/2008

\*\* 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.