

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
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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* <b>ANDERSKOUV NIELS</b> <hr/> (Last) (First) (Middle) <b>12500 TI BOULEVARD</b> <hr/> (Street) <b>DALLAS TX 75243</b> <hr/> (City) (State) (Zip)			2. Issuer Name and Ticker or Trading Symbol <b>TEXAS INSTRUMENTS INC [ TXN ]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>Sr. Vice President</b>		
			3. Date of Earliest Transaction (Month/Day/Year) <b>01/25/2013</b>					
			4. If Amendment, Date of Original Filed (Month/Day/Year)					
			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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	01/25/2013		A <sup>(1)</sup>		41,667	A	\$0	176,551	D	
Common Stock	01/25/2013		M		15,625	A	\$23.05	192,176	D	
Common Stock	01/25/2013		M		15,625	A	\$23.05	207,801	D	
Common Stock	01/25/2013		S <sup>(2)</sup>		31,250	D	\$33.1222	176,551	D	
Common Stock	01/28/2013		M		15,625	A	\$23.05	192,176	D	
Common Stock	01/28/2013		M		15,625	A	\$23.05	207,801	D	
Common Stock	01/28/2013		S <sup>(3)</sup>		31,250	D	\$33.124	176,551	D	
Common Stock								56,166	I	By wholly owned corporation

**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)	\$32.8	01/25/2013		A		125,000		(4)	01/25/2023	Common Stock	125,000	\$0	125,000	D	
NQ Stock Option (Right to Buy)	\$23.05	01/25/2013		M		15,625		(5)	01/28/2020	Common Stock	15,625	\$0	31,250	D	
NQ Stock Option (Right to Buy)	\$23.05	01/25/2013		M		15,625		(5)	01/28/2020	Common Stock	15,625	\$0	31,250	D	
NQ Stock Option (Right to Buy)	\$23.05	01/28/2013		M		15,625		(5)	01/28/2020	Common Stock	15,625	\$0	15,625	D	
NQ Stock Option (Right to Buy)	\$23.05	01/28/2013		M		15,625		(5)	01/28/2020	Common Stock	15,625	\$0	15,625	D	

**Explanation of Responses:**

- Award of restricted stock units pursuant to 2009 Long Term Incentive Plan.
- The price in Table 1 is a weighted average sale price. The sales were at prices ranging from \$33.1110 to \$33.1900. The Issuer undertakes to provide upon request a detailed breakout of the sale prices and the number of shares sold at each price.
- The price in Table 1 is a weighted average sale price. The sales were at prices ranging from \$33.1200 to \$33.1310. The Issuer undertakes to provide upon request a detailed breakout of the sale prices and the number of shares sold at each price.
- The option becomes exercisable in four equal annual installments beginning on January 25, 2014.
- The option becomes exercisable in four equal annual installments beginning on January 28, 2011.

/s/ Daniel M. Drory, Attorney In Fact 01/29/2013

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.

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