## TEXAS INSTRUMENTS INCORPORATED

**Pricing Term Sheet** 

Floating Rate Notes due 2013

Texas Instruments Incorporated ("TI")

\$1,000,000,000

May 15, 2013

Three-month USD LIBOR plus 0.18%

100% of principal amount

Interest will be payable quarterly in arrears on February 15, May 15, August 15 and November 15, commencing on August 15, 2011. Interest will be determined as set forth under "Description of the Notes—Interest on Floating Rate Notes" in the preliminary prospectus supplement dated May 16, 2011 to the prospectus dated February 24, 2010, and reset quarterly. The initial Interest Determination Date will be May 19, 2011.

Actual Days Elapsed/360

\$998,500,000

May 16, 2011

May 23, 2011 (T+5)

\$2,000 and multiples of \$1,000 thereafter

882508 AS3 / US882508AS30

Moody's: A1

S&P: A+

Morgan Stanley & Co. Incorporated J.P. Morgan Securities LLC Merrill Lynch, Pierce, Fenner & Smith Incorporated Citigroup Global Markets Inc.

Issuer: Principal Amount:

Maturity: Coupon:

Price to Public:

Interest:

Day Count Convention: Proceeds (before expenses) to TI: Trade Date: Settlement Date: Denominations: CUSIP/ISIN: Ratings:

Joint Book-Running Managers:

0.875% Notes due 2013

Image:		
Attriy:May 15, 2013Coupon:0.875%Price to Public:99.953% of principal amountInterest Payment Dates:May 15 and November 15, commencing November 15, 2011Day Count Convention:30/360Proceeds (before expenses) to TI:\$499,015,000Benchmark Treasury:0.625% due April 30, 2013Spread to Benchmark Treasury:0.625% due April 30, 2013Spread to Benchmark Treasury:0.625% due April 30, 2013Spread to Benchmark Treasury:0.524%Make-Whole Call:0.524%Mahdatory Redemption:At any time at a discount rate of Treasury plus 5 basis pointsSpecial Mandatory Redemption:At 101%, if TI's merger with National Semiconductor Corporation has not closed by April 30, 2012 or such earlier date as the merger agreement is terminatedTrade Date:May 23, 2011 (T+5)Denominations:\$2,000 and multiples of \$1,000 threafterCUSIP/ISIN:882508 AP90Ratings:Moody's: A1 S&P: A+Joint Book-Running Managers:Morgan Stanley & Co. Incorporated J.P. Morgan Stanley & Co. Incorporated J.P. Morgan Stanley & Co. Incorporated	Issuer:	Texas Instruments Incorporated ("TI")
Coupon:0.875%Price to Public:99.953% of principal amountInterest Payment Dates:May 15 and November 15, commencing November 15, 2011Day Count Convention:30/360Proceeds (before expenses) to TI:\$499.015,000Benchmark Treasury:0.625% due April 30, 2013Spread to Benchmark Treasury:0.625% due April 30, 2013Yield to Maturity:0.899%Benchmark Treasury Yield:0.524%Make-Whole Call:At any time at a discount rate of Treasury plus 5 basis pointsSpeeial Mandatory Redemption:At 101%, if T1's merger with National Semiconductor Corporation has not closed by April 30, 2013Trade Date:May 16, 2011Settlement Date:May 23, 2011 (T+5)Denominations:\$2,000 and multiples of \$1,000 thereafterCUSIP/ISIN:882508 AP9 / US882508AP90Ratings:Moorg's: A1 S&P: A+Joint Book-Running Managers:Morgan Stanley & Co. Incorporated J.P. Morgan Steurities LLC Merrill Lynch, Pierce, Fenner & Smith Incorporated	Principal Amount:	\$500,000,000
Price to Public:99.53% of principal amountInterest Payment Dates:May 15 and November 15, commencing November 15, 2011Day Count Convention:30/360Proceeds (before expenses) to TI:\$499,015,000Benchmark Treasury:0.625% due April 30, 2013Spread to Benchmark Treasury:0.625% due April 30, 2013Spread to Benchmark Treasury:0.899%Benchmark Treasury Yield:0.899%Benchmark Treasury Yield:0.524%Make-Whole Call:At any time at a discount rate of Treasury plus 5 basis pointsSpecial Mandatory Redemption:At 101%, if T1's merger with National Semiconductor Corporation has not closed by April 30, 2013Trade Date:May 16, 2011Settlement Date:May 23, 2011 (T+5)Denominations:\$2,000 and multiples of \$1,000 thereafterCUSIP/ISIN:882508 AP9/US882508AP90Ratings:Moody's: A1S&P: A+Joint Book-Running Managers:Morgan Stanley & Co. Incorporated J.P. Morgan Securities LLC Merrill Lynch, Pierce, Fenner & smith Incorporated	Maturity:	May 15, 2013
Interest Payment Dates:May 15 and November 15, commencing November 15, 2011Day Count Convention:30/360Proceeds (before expenses) to TI:\$499,015,000Benchmark Treasury:0.625% due April 30, 2013Spread to Benchmark Treasury:0.625% due April 30, 2013Spread to Benchmark Treasury:0.899%Benchmark Treasury Yield:0.899%Benchmark Treasury Yield:0.524%Make-Whole Call:At any time at a discount rate of Treasury plus 5 basis pointsSpecial Mandatory Redemption:At 101%, if TI's merger with National Semiconductor Corporation has not closed by April 30, 2012 or such earlier date as the merger agreement is terminatedTrade Date:May 16, 2011Settlement Date:May 23, 2011 (T+5)Denominations:\$2,000 and multiples of \$1,000 thereafterCUSIP/ISIN:882508 AP9 / US882508AP90Ratings:Moody's: A1 S&P: A+Joint Book-Running Managers:Morgan Stanley & Co. Incorporated J.P. Morgan Scurities LLC Merrill Lynch, Pierce, Fenner & Smith Incorporated	Coupon:	0.875%
Day Court Convention:30/360Proceeds (before expenses) to TI:\$499,015,000Benchmark Treasury:0.625% due April 30, 2013Spread to Benchmark Treasury:37.5 basis pointsYield to Maturity:0.899%Benchmark Treasury Yield:0.524%Make-Whole Call:At any time at a discount rate of Treasury plus 5 basis pointsSpecial Mandatory Redemption:At 101%, if TI's merger with National Semiconductor Corporation has not closed by April 30, 2012 or such earlier date as the merger agreement is terminatedTrade Date:May 16, 2011Settlement Date:May 23, 2011 (T+5)Denominations:\$2,000 and multiples of \$1,000 thereafterCUSIP/ISIN:882508 AP9 / US882508AP90Ratings:Moody's: A1SkP: A+Joint Book-Running Managers:Morgan Stanley & Co. Incorporated J.P. Morgan Securities Lipsch, Pierce, Fenner & Smith Incorporated	Price to Public:	99.953% of principal amount
Proceeds (before expenses) to TI:\$499,015,000Benchmark Treasury:0.625% due April 30, 2013Spread to Benchmark Treasury:37.5 basis pointsYield to Maturity:0.899%Benchmark Treasury Yield:0.524%Make-Whole Call:At any time at a discount rate of Treasury plus 5 basis pointsPrecial Mandatory Redemption:At any time at a discount rate of Treasury plus 5 basis pointsTrade Date:May 16, 2011Settlement Date:May 23, 2011 (T+5)Denominations:\$2,000 and multiples of \$1,000 thereafterCUSIP/ISIN:882508 AP9 / US882508AP90Ratings:Morgan Stanley & Co. Incorporated J.P. Morgan Scurities LLC Merril Lynch, Pierce, Fenner & Smith Incorporated	Interest Payment Dates:	May 15 and November 15, commencing November 15, 2011
Benchmark Treasury:0.625% due April 30, 2013Spread to Benchmark Treasury:37.5 basis pointsYield to Maturity:0.899%Benchmark Treasury Yield:0.524%Make-Whole Call:At any time at a discount rate of Treasury plus 5 basis pointsSpecial Mandatory Redemption:At 101%, if TI's merger with National Semiconductor Corporation has not closed by April 30, 2013Trade Date:May 16, 2011Settlement Date:May 23, 2011 (T+5)Denominations:\$2,000 and multiples of \$1,000 thereafterCUSIP/ISIN:882508 AP9 / US882508AP90Ratings:Morgan Stanley & Co. Incorporated J.P. Morgan Stanley & Co. Incorporated J.P. Morgan Stanley & Co. Incorporated J.P. Morgan Stanley & Co. Incorporated	Day Count Convention:	30/360
Spread to Benchmark Treasury:37.5 basis pointsYield to Maturity:0.899%Benchmark Treasury Yield:0.524%Make-Whole Call:At any time at a discount rate of Treasury plus 5 basis pointsSpecial Mandatory Redemption:At 101%, if TI's merger with National Semiconductor Corporation has not closed by April 30, 2012 or such earlier date as the merger agreement is terminatedTrade Date:May 16, 2011Settlement Date:May 23, 2011 (T+5)Denominations:\$2,000 and multiples of \$1,000 thereafterCUSIP/ISIN:882508 AP9 / US882508AP90Ratings:Moody's: A1 S&P: A+Joint Book-Running Managers:Morgan Stanley & Co. Incorporated J.P. Morgan Securities LLC Merrill Lynch, Pierce, Fenner & Smith Incorporated	Proceeds (before expenses) to TI:	\$499,015,000
Yield to Maturity:0.899%Benchmark Treasury Yield:0.524%Make-Whole Call:At any time at a discount rate of Treasury plus 5 basis pointsSpecial Mandatory Redemption:At 101%, if TI's merger with National Semiconductor Corporation has not closed by April 30, 2012 or such earlier date as the merger agreement is terminatedTrade Date:May 16, 2011Settlement Date:May 23, 2011 (T+5)Denominations:\$2,000 and multiples of \$1,000 thereafterCUSIP/ISIN:882508 AP9 / US882508AP90Ratings:Moody's: A1 S&P: A+Joint Book-Running Managers:Morgan Stanley & Co. Incorporated J.P. Morgan Securities LLC Mergan Stanley & Smith Incorporated	Benchmark Treasury:	0.625% due April 30, 2013
Benchmark Treasury Yield: 0.524%   Make-Whole Call: At any time at a discount rate of Treasury plus 5 basis points   Special Mandatory Redemption: At 101%, if TI's merger with National Semiconductor Corporation has not closed by April 30, 2012 or such earlier date as the merger agreement is terminated   Trade Date: May 16, 2011   Settlement Date: May 23, 2011 (T+5)   Denominations: \$2,000 and multiples of \$1,000 thereafter   CUSIP/ISIN: 882508 AP9 / US882508AP90   Ratings: Moody's: A1   SetP: A+ Joint Book-Running Managers:   Joint Book-Running Managers: Morgan Stanley & Co. Incorporated   J.P. Morgan Securities LLC Merring Lynch, Pierce, Fenner & Smith   Incorporated Incorporated	Spread to Benchmark Treasury:	37.5 basis points
Make-Whole Call:At any time at a discount rate of Treasury plus 5 basis pointsSpecial Mandatory Redemption:At 101%, if TI's merger with National Semiconductor Corporation has not closed by April 30, 2012 or such earlier date as the merger agreement is terminatedTrade Date:May 16, 2011Settlement Date:May 23, 2011 (T+5)Denominations:\$2,000 and multiples of \$1,000 thereafterCUSIP/ISIN:882508 AP9 / US882508AP90Ratings:Moody's: A1 S&P: A+Joint Book-Running Managers:Morgan Stanley & Co. Incorporated J.P. Morgan Securities LLC Merrill Lynch, Pierce, Fenner & Smith Incorporated	Yield to Maturity:	0.899%
Special Mandatory Redemption:At 101%, if TI's merger with National Semiconductor Corporation has not closed by April 30, 2012 or such earlier date as the merger agreement is terminatedTrade Date:May 16, 2011Settlement Date:May 23, 2011 (T+5)Denominations:\$2,000 and multiples of \$1,000 thereafterCUSIP/ISIN:882508 AP9 / US882508AP90Ratings:Moody's: A1 S&P: A+Joint Book-Running Managers:Morgan Stanley & Co. Incorporated J.P. Morgan Securities LLC Merrill Lynch, Pierce, Fenner & Smith Incorporated	Benchmark Treasury Yield:	0.524%
Image:	Make-Whole Call:	At any time at a discount rate of Treasury plus 5 basis points
Settlement Date: May 23, 2011 (T+5)   Denominations: \$2,000 and multiples of \$1,000 thereafter   CUSIP/ISIN: 882508 AP9 / US882508AP90   Ratings: Moody's: A1   Joint Book-Running Managers: Morgan Stanley & Co. Incorporated J.P. Morgan Securities LLC Merrill Lynch, Pierce, Fenner & Smith Incorporated	Special Mandatory Redemption:	At 101%, if TI's merger with National Semiconductor Corporation has not closed by April 30, 2012, or such earlier date as the merger agreement is terminated
Denominations: \$2,000 and multiples of \$1,000 thereafter   CUSIP/ISIN: 882508 AP9 / US882508AP90   Ratings: Moody's: A1   S&P: A+   Joint Book-Running Managers: Morgan Stanley & Co. Incorporated   J.P. Morgan Securities LLC   Merrill Lynch, Pierce, Fenner & Smith   Incorporated	Trade Date:	May 16, 2011
CUSIP/ISIN: 882508 AP9 / US882508AP90 Ratings: Moody's: A1 S&P: A+ Joint Book-Running Managers: Morgan Stanley & Co. Incorporated J.P. Morgan Securities LLC Merrill Lynch, Pierce, Fenner & Smith Incorporated	Settlement Date:	May 23, 2011 (T+5)
Ratings: Moody's: A1 S&P: A+ Joint Book-Running Managers: Morgan Stanley & Co. Incorporated J.P. Morgan Securities LLC Merrill Lynch, Pierce, Fenner & Smith Incorporated	Denominations:	\$2,000 and multiples of \$1,000 thereafter
S&P: A+ Joint Book-Running Managers: Morgan Stanley & Co. Incorporated J.P. Morgan Securities LLC Merrill Lynch, Pierce, Fenner & Smith Incorporated	CUSIP/ISIN:	882508 AP9 / US882508AP90
Joint Book-Running Managers: Morgan Stanley & Co. Incorporated J.P. Morgan Securities LLC Merrill Lynch, Pierce, Fenner & Smith Incorporated	Ratings:	Moody's: A1
J.P. Morgan Securities LLC Merrill Lynch, Pierce, Fenner & Smith Incorporated		S&P: A+
	Joint Book-Running Managers:	J.P. Morgan Securities LLC Merrill Lynch, Pierce, Fenner & Smith

1.375% Notes due 2014 Texas Instruments Incorporated ("TI") Issuer: Principal Amount: \$1,000,000,000 Maturity: May 15, 2014 1.375% Coupon: Price to Public: 99.875% of principal amount **Interest Payment Dates:** May 15 and November 15, commencing November 15, 2011 Day Count Convention: 30/360 Proceeds (before expenses) to TI: \$996,250,000 Benchmark Treasury: 1.000% due May 15, 2014 Spread to Benchmark Treasury: 50 basis points 1.418% Yield to Maturity: 0.918% Benchmark Treasury Yield: Make-Whole Call: At any time at a discount rate of Treasury plus 7.5 basis points Special Mandatory Redemption: At 101%, if TI's merger with National Semiconductor Corporation has not closed by April 30, 2012, or such earlier date as the merger agreement is terminated Trade Date: May 16, 2011 Settlement Date: May 23, 2011 (T+5) **Denominations:** \$2,000 and multiples of \$1,000 thereafter CUSIP/ISIN: 882508 AQ7 / US882508AQ73 Ratings: Moody's: A1 S&P: A+ Morgan Stanley & Co. Incorporated Joint Book-Running Managers: J.P. Morgan Securities LLC Merrill Lynch, Pierce, Fenner & Smith Incorporated

Citigroup Global Markets Inc.

2.375% Notes due 2016 Texas Instruments Incorporated ("TI") Issuer: Principal Amount: \$1,000,000,000 Maturity: May 16, 2016 Coupon: 2.375% Price to Public: 99.893% of principal amount May 15 and November 15, commencing November 15, 2011 Interest Payment Dates: Day Count Convention: 30/360 \$995,430,000 Proceeds (before expenses) to TI: Benchmark Treasury: 2.000% due April 30, 2016 Spread to Benchmark Treasury: 60 basis points Yield to Maturity: 2.398% Benchmark Treasury Yield: 1.798% Make-Whole Call: At any time at a discount rate of Treasury plus 10 basis points Special Mandatory Redemption: At 101%, if TI's merger with National Semiconductor Corporation has not closed by April 30, 2012, or such earlier date as the merger agreement is terminated Trade Date: May 16, 2011 Settlement Date: May 23, 2011 (T+5) Denominations: \$2,000 and multiples of \$1,000 thereafter CUSIP/ISIN: 882508 AR5 / US882508AR56 Ratings: Moody's: A1 S&P: A+ Joint Book-Running Managers: Morgan Stanley & Co. Incorporated J.P. Morgan Securities LLC Merrill Lynch, Pierce, Fenner & Smith Incorporated Citigroup Global Markets Inc.

A securities rating is not a recommendation to buy, sell or hold securities and may be subject to revision or withdrawal at any time.

It is expected that delivery of the notes will be made against payment therefor on or about May 23, 2011, which is the fifth business day following the date hereof (such settlement cycle being referred to as "T+5"). Under Rule 15c6-1 under the Securities Exchange Act of 1934, as amended, trades in the secondary market generally are required to settle in three business days unless the parties to any such trade expressly agree otherwise. Accordingly, purchasers who wish to trade the notes on the date of pricing or the next succeeding business day will be required, by virtue of the fact that the notes initially will settle in T+5, to specify an alternative settlement cycle at the time of any such trade to prevent failed settlement. Purchasers of the notes who wish to trade the notes on the date of pricing should consult their own advisors.

The issuer has filed a registration statement (including a prospectus) and a prospectus supplement with the Securities and Exchange Commission ("SEC") for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement, the prospectus supplement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC Web site at www.sec.gov. Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus and prospectus supplement if you request it by calling Morgan Stanley & Co. Incorporated at 1-866-718-1649, J.P. Morgan Securities LLC at 1-212-834-4533, Merrill Lynch, Pierce, Fenner & Smith Incorporated at 1-800-294-1322 or Citigroup Global Markets Inc. at 1-877-858-5407.

Any disclaimer or other notice that may appear below is not applicable to this communication and should be disregarded. Such disclaimer or notice was automatically generated as a result of this communication being sent by Bloomberg or another email system.