

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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FORM 8-K

CURRENT REPORT PURSUANT TO SECTION 13 OR 15(d)  
OF THE SECURITIES EXCHANGE ACT OF 1934

DATE OF REPORT (DATE OF EARLIEST EVENT REPORTED): January 17, 2008

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**TEXAS INSTRUMENTS INCORPORATED**

(Exact name of registrant as specified in charter)

DELAWARE  
(State or other jurisdiction of incorporation)

001-03761  
(Commission file number)

75-0289970  
(I.R.S. employer identification no.)

12500 TI BOULEVARD  
P.O. BOX 660199  
DALLAS, TEXAS 75266-0199  
(Address of principal executive offices)

Registrant's telephone number, including area code: (972) 995-3773

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Check the appropriate box below if the Form 8-K is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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## ITEM 8.01. Other Events

The Registrant's news release dated January 17, 2008, regarding the planned retirement of Mr. Thomas J. Engibous, Chairman of the Board, is attached hereto as Exhibit 99 and is incorporated by reference herein.

## ITEM 9.01. Exhibits

Designation of Exhibit in this Report	Description of Exhibit
99	Registrant's News Release Dated January 17, 2008 (furnished pursuant to Item 8.01)

"Safe Harbor" Statement under the Private Securities Litigation Reform Act of 1995: This report includes forward-looking statements intended to qualify for the safe harbor from liability established by the Private Securities Litigation Reform Act of 1995. These forward-looking statements generally can be identified by phrases such as TI or its management "believes," "expects," "anticipates," "foresees," "forecasts," "estimates" or other words or phrases of similar import. Similarly, statements in this report that describe the Company's business strategy, outlook, objectives, plans, intentions or goals also are forward-looking statements. All such forward-looking statements are subject to certain risks and uncertainties that could cause actual results to differ materially from those in forward-looking statements.

We urge you to carefully consider the following important factors that could cause actual results to differ materially from the expectations of the Company or its management:

- Market demand for semiconductors, particularly for analog chips and digital signal processors in key markets such as communications, entertainment electronics and computing;
- TI's ability to maintain or improve profit margins, including its ability to utilize its manufacturing facilities at sufficient levels to cover its fixed operating costs, in an intensely competitive and cyclical industry;
- TI's ability to develop, manufacture and market innovative products in a rapidly changing technological environment;
- TI's ability to compete in products and prices in an intensely competitive industry;
- TI's ability to maintain and enforce a strong intellectual property portfolio and obtain needed licenses from third parties;
- Expiration of license agreements between TI and its patent licensees, and market conditions reducing royalty payments to TI;
- Economic, social and political conditions in the countries in which TI, its customers or its suppliers operate, including security risks, health conditions, possible disruptions in transportation networks and fluctuations in foreign currency exchange rates;
- Natural events such as severe weather and earthquakes in the locations in which TI, its customers or its suppliers operate;
- Availability and cost of raw materials, utilities, manufacturing equipment, third-party manufacturing services and manufacturing technology;
- Changes in the tax rate applicable to TI as the result of changes in tax law, the jurisdictions in which profits are determined to be earned and taxed, the outcome of tax audits and the ability to realize deferred tax assets;
- Losses or curtailments of purchases from key customers and the timing and amount of distributor and other customer inventory adjustments;
- Customer demand that differs from company forecasts;
- The financial impact of inadequate or excess TI inventories to meet demand that differs from projections;
- Product liability or warranty claims, or recalls by TI customers for a product containing a TI part;
- TI's ability to recruit and retain skilled personnel; and
- Timely implementation of new manufacturing technologies, installation of manufacturing equipment and the ability to obtain needed third-party foundry and assembly/test subcontract services.

For a more detailed discussion of these factors, see the text under the heading "Risk Factors" in Item 1A of the Company's most recent Form 10-K. The forward-looking statements included in this report on Form 8-K are made only as of the date of this report, and the Company undertakes no obligation to update the forward-looking statements to reflect subsequent events or circumstances.

## SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

TEXAS INSTRUMENTS INCORPORATED

Date: January 17, 2008

By: /s/ Joseph F. Hubach  
Joseph F. Hubach  
Senior Vice President  
Secretary and General Counsel

## **TI Chairman Tom Engibous to Retire in April; President and CEO Rich Templeton to Assume Chairmanship**

Engibous Leaves TI in Excellent Financial Health  
and with Culture of Customer Commitment;

*Templeton Moves Company Forward on Growth and Analog Excellence*

- [Tom Engibous Biography](http://www.ti.com/corp/docs/company/history/engibous2.shtml): (www.ti.com/corp/docs/company/history/engibous2.shtml)
- [Rich Templeton Biography](http://www.ti.com/corp/docs/company/history/templeton.shtml): (www.ti.com/corp/docs/company/history/templeton.shtml)

DALLAS (January 17, 2008) – Texas Instruments Incorporated (TI) (NYSE: TXN) today announced that Chairman of the Board Thomas J. Engibous will retire following the company’s 2008 stockholders meeting on April 17. His retirement caps a career during which he led the transformation of TI into one of the semiconductor industry’s best-performing and most admired companies. Richard K. Templeton, who has worked side-by-side with Engibous for the last 15 years, will become the company’s new chairman, in addition to his current position as president and chief executive officer.

“Tom and Rich have shared a common vision of Texas Instruments as a company committed to integrity, quality and innovation. Both are leaders who drive for results and make a difference, and they along with the people of TI have lifted the company to become one of the most respected in its industry,” said David L. Boren, speaking on behalf of the board of directors. “This is a carefully planned transition that has been in process for a number of years. Rich already has built a great record of leadership and is well-qualified to take this next step as chairman,” Boren said.

Since 1996, when Engibous became CEO, the value of the company’s share price has increased almost 5X. “His contributions are immense and enduring,” Templeton said of Engibous. “He focused TI on semiconductor technologies that could drive electronics to new levels of innovation. Most importantly, he taught us that the only way for TI to succeed was to help our customers succeed. He knew that the key to building a company in which people would want to invest their time, their trust and their money lay in its ability to care for its customers.”

Engibous, who turns 55 in January, joined the company in 1976 after graduating from Purdue University. His ability to inspire people, assess opportunities and connect TI’s capabilities with the market’s needs earned him loyalty and respect, and cemented his reputation as a strong leader. He was named president of the company’s semiconductor group in 1993, a member of the board of directors in 1996, president and CEO in 1996, and chairman in 1998.

Templeton, 49, joined TI after graduating from Union College in 1980. Early in his career, he demonstrated impressive capability for both the strategic and operational sides of business, as well as a keen understanding of where markets were going and how TI should position itself to succeed in them. He advanced quickly, becoming president of the company’s semiconductor group in 1996, chief operating officer in 2000, and president and CEO in 2004.

As CEO, Templeton has invested in R&D and acquisitions to elevate TI’s portfolio of analog semiconductors, putting the company in a strong position for future growth as the need for analog continues to expand around the world. In addition, Templeton has profoundly reshaped the company’s manufacturing strategy to increase operating efficiency, get more out of R&D investments and be more responsive to customer demand. As a result, TI’s return on invested capital has more than doubled since 2004, and its operating profit has increased more than 70 percent.

About his years at TI’s helm, Engibous said, “Leading TI has been an honor I never imagined would be mine. It was challenging, exciting and fulfilling, even when markets were stubborn and economies were unpredictable. I have worked with great people all over the world, and it has been a pleasure. Rich is an experienced leader with strong character, intellect and an incomparable ability to analyze business opportunities. The strategic path that he and his team have chosen is grounded in growth, and I am confident that TI and its shareholders will be well-served. I look forward to where they will take this company.”

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### **About Texas Instruments**

Texas Instruments (NYSE: TXN) helps customers solve problems and develop new electronics that make the world smarter, healthier, safer, greener and more fun. A global semiconductor company, TI innovates through manufacturing, design and sales operations in more than 25 countries. For more information, go to [www.ti.com](http://www.ti.com).

### **Trademarks**

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