

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

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or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>RITCHIE KEVIN J</u>	2. Date of Event Requiring Statement (Month/Day/Year) 04/15/2004	3. Issuer Name and Ticker or Trading Symbol <u>TEXAS INSTRUMENTS INC [TXN]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Senior Vice President</u>	5. If Amendment, Date of Original Filed (Month/Day/Year)
(Last) (First) (Middle) <u>12500 TI BLVD.</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person
(Street) <u>DALLAS TX 75243</u>			
(City) (State) (Zip)			

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	95,859.9 ⁽¹⁾	D	
Common Stock	4,854.7 ⁽²⁾	I	By Trust--PS
Common Stock	2,735.56 ⁽³⁾	I	By Trust--CODA

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				
Contractual Stock Interest	(4)	(4)	Common Stock	2,671.73	0	D
NQ Stock Option (right to buy)	01/15/1998 ⁽⁵⁾	01/15/2007 ⁽⁵⁾	Common Stock	20,000	8.47	D
NQ Stock Option (right to buy)	01/14/1999 ⁽⁶⁾	01/14/2008 ⁽⁶⁾	Common Stock	30,000	11.56	D
NQ Stock Option (right to buy)	06/18/1999 ⁽⁷⁾	06/18/2008 ⁽⁷⁾	Common Stock	60,000	13.19	D
NQ Stock Option (right to buy)	01/15/2004 ⁽⁸⁾	01/15/2013 ⁽⁸⁾	Common Stock	175,000	16.11	D
NQ Stock Option (right to buy)	02/20/2005 ⁽⁹⁾	02/20/2013 ⁽⁹⁾	Common Stock	90,000	16.25	D
NQ Stock Option (right to buy)	01/20/2000 ⁽¹⁰⁾	01/20/2009 ⁽¹⁰⁾	Common Stock	60,000	24.9	D
NQ Stock Option (right to buy)	01/16/2003 ⁽¹¹⁾	01/16/2012 ⁽¹¹⁾	Common Stock	125,000	26.5	D
NQ Stock Option (right to buy)	02/21/2003 ⁽¹²⁾	02/21/2012 ⁽¹²⁾	Common Stock	100	29.19	D
NQ Stock Option (right to buy)	11/29/2002 ⁽¹³⁾	11/29/2011 ⁽¹³⁾	Common Stock	40,000	31.3	D
NQ Stock Option (right to buy)	01/14/2005 ⁽¹⁴⁾	01/14/2014 ⁽¹⁴⁾	Common Stock	150,000	32.39	D
NQ Stock Option (right to buy)	01/17/2002 ⁽¹⁵⁾	01/17/2011 ⁽¹⁵⁾	Common Stock	50,000	50.38	D
NQ Stock Option (right to buy)	01/19/2001 ⁽¹⁶⁾	01/19/2010 ⁽¹⁶⁾	Common Stock	50,000	55.22	D

Explanation of Responses:

- Includes 90,000 shares subject to terms of restricted stock units awarded under Texas Instruments 2000 Long-Term Incentive Plan.
- Estimated shares attributable to TI Universal Profit Sharing account as of 4/15/2004 (Interests in this account are denominated in units. Consequently, share amount shown is an estimate.)
- Estimated shares attributable to TI Employee Cash or Deferred Compensation Account as of 4/15/2004. (Interests in this account are denominated in units. Consequently, share amount shown is an estimate.)
- Estimated share interest attributable to TI Benefit Restoration and Deferred Compensation account as of 4/15/2004. (Interests in this account are denominated in units. Consequently, share interest amount shown is an estimate.) Share interest to be settled in cash upon the reporting person's termination of service from Issuer.
- The option becomes exercisable in four equal annual installments beginning on January 15, 1998.
- The option becomes exercisable in four equal annual installments beginning on January 14, 1999.
- The option becomes exercisable in four equal annual installments beginning on June 18, 1999.
- The option becomes exercisable in four equal annual installments beginning on January 15, 2004.
- The option become exercisable in three installments with fifty percent becoming exercisable on the second anniversary date of the grant and an additional twenty-five percent becoming exercisable on the third and fourth anniversary dates.
- The option becomes exercisable in four equal annual installments beginning on January 20, 2000.
- The option becomes exercisable in four equal annual installments beginning on January 16, 2003.
- The option becomes 100% exercisable on the first anniversary of the option date.
- The option becomes exercisable in four equal annual installments beginning on November 29, 2002.

- 14. The option becomes exercisable in four equal annual installments beginning on January 14, 2005.
- 15. The option becomes exercisable in four equal annual installments beginning on January 17, 2002.
- 16. The option becomes exercisable in four equal annual installments beginning on January 19, 2001.

CYNTHIA H. HAYNES,
ATTORNEY IN FACT

04/26/2004

** 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 5 (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.

Authorization

I hereby authorize Joseph F. Hubach, Cynthia H. Haynes, Daniel M. Drory, Jane S. Nahra, and Suzanne A. Thomas or any one of them to sign and file on my behalf any and all forms required by the Securities and Exchange Commission pursuant to Section 16 of the Securities Exchange Act of 1934 (the "Exchange Act") relating to the reporting of beneficial ownership of equity securities of Texas Instruments Incorporated (the "Company"), and of changes in such beneficial ownership, together with any and all amendments thereto. This authorization shall be effective on and after the date set forth below and shall continue in effect until I am no longer required to file such forms, unless earlier revoked by me in writing.

I acknowledge that the persons authorized hereunder are not assuming, nor is the Company assuming any of my responsibilities to comply with Section 16 of the Exchange Act.

Dated as of 21st day of April 2004.

/s/ Kevin J. Ritchie