

NATIONAL INSTRUMENTS CORP /DE/  
 Form 4/A  
 September 03, 2014

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL  
 OMB Number: 3235-0287  
 Expires: January 31, 2015  
 Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**KODOSKY JEFFREY L**

2. Issuer Name and Ticker or Trading Symbol  
**NATIONAL INSTRUMENTS CORP /DE/ [NATI]**

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)

(Last) (First) (Middle)  
**C/O NATIONAL INSTRUMENTS CORP, 11500 N. MOPAC EXPRESSWAY**

3. Date of Earliest Transaction (Month/Day/Year)  
**08/25/2014**

Director  10% Owner  
 Officer (give title below)  Other (specify below)

(Street)  
**AUSTIN, TX 78759**

4. If Amendment, Date Original Filed(Month/Day/Year)  
**08/27/2014**

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(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 Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common Stock					406,826 <sup>(1)</sup>	D	
Common Stock					406,827 <sup>(2)</sup>	I	by Spouse
Common Stock					502,354 <sup>(3)</sup>	I	by Laura Kodosky trust
Common Stock					502,354 <sup>(3)</sup>	I	by Karen Kodosky

trust

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474  
(9-02)

**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 Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Beneficially (Instr. 5)
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KODOSKY JEFFREY L C/O NATIONAL INSTRUMENTS CORP 11500 N. MOPAC EXPRESSWAY AUSTIN, TX 78759	X			

## Signatures

David G. Hugley as attorney-in-fact for Jeffrey L. Kodosky  
Date: 09/03/2014

\*\*Signature of Reporting Person

Date

## Explanation of Responses:

- \* 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).
- (1) On August 27, 2014, the reporting person mistakenly filed a Form 4 reporting a sell of 1,000 shares of common stock under a 10(b)5-1 Plan that did not in fact occur. As of September 3, 2014, the reporting person owned 406,826.
- (2) On August 27, 2014, the reporting person mistakenly filed a Form 4 reporting a sell of 1,000 shares of common stock under a 10(b)5-1 Plan that did not in fact occur. As of September 3, 2014, the reporting person owned 406,827.

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- (3) On August 27, 2014, the reporting person mistakenly filed a Form 4 reporting a sell of 1,000 shares of common stock under a 10(b)5-1 Plan that did not in fact occur. As of September 3, 2014, the reporting person owned 502,354.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.