

DAVERN ALEXANDER M  
Form 4  
May 02, 2019

**FORM 4**

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

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

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
DAVERN ALEXANDER M

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)

C/O NATIONAL INSTRUMENTS  
CORP, 11500 NORTH MOPAC

(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
05/01/2019

☐ Director ☐ 10% Owner  
☒ Officer (give title below) ☐ Other (specify below)  
Chief Executive Officer

AUSTIN, TX 78759

(City) (State) (Zip)

4. If Amendment, Date Original  
Filed(Month/Day/Year)

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

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 05/01/2019                              |                                                             | M                                    | V 32 <sup>(1)</sup><br>A \$<br>37.587                                   | 251,850                                                                                                            | D                                                                       |                                                                   |
| Common<br>Stock                       | 05/01/2019                              |                                                             | M                                    | 27,581 A <sup>(2)</sup><br>279,431                                      |                                                                                                                    | D                                                                       |                                                                   |
| Common<br>Stock                       | 05/01/2019                              |                                                             | F                                    | 15,065 D \$<br>43.472                                                   | 264,366                                                                                                            | D                                                                       |                                                                   |

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

**Persons who respond to the collection of  
information contained in this form are not  
required to respond unless the form**

SEC 1474  
(9-02)

**displays a currently valid OMB control number.**

**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) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V (A) (D)                                                                               | Date Exercisable Expiration Date                         | Title Amount or Number of Shares                              |
| Restricted Stock Units                     | (2)                                                    | 05/01/2019                           |                                                    | M                              | 2,836                                                                                   | (3) 05/01/2025                                           | Common Stock 2,836                                            |
| Restricted Stock Units                     | (2)                                                    | 05/01/2019                           |                                                    | M                              | 2,836                                                                                   | (3) 05/01/2027                                           | Common Stock 2,836                                            |
| Restricted Stock Units                     | (2)                                                    | 05/01/2019                           |                                                    | M                              | 1,701                                                                                   | (3) 05/01/2028                                           | Common Stock 1,701                                            |
| Restricted Stock Units                     | (2)                                                    | 05/01/2019                           |                                                    | M                              | 1,701                                                                                   | (3) 05/01/2029                                           | Common Stock 1,701                                            |
| Restricted Stock Units                     | (2)                                                    | 05/01/2019                           |                                                    | M                              | 2,836                                                                                   | (3) 05/01/2030                                           | Common Stock 2,836                                            |
| Restricted Stock Units                     | (2)                                                    | 05/01/2019                           |                                                    | M                              | 3,171                                                                                   | (3) 05/01/2031                                           | Common Stock 3,171                                            |
| Restricted Stock Units                     | (2)                                                    | 05/01/2019                           |                                                    | M                              | 12,500                                                                                  | (4) 05/01/2032                                           | Common Stock 12,500                                           |

## Reporting Owners

| Reporting Owner Name / Address                                           | Relationships                    |
|--------------------------------------------------------------------------|----------------------------------|
|                                                                          | Director 10% Owner Officer Other |
| DAVERN ALEXANDER M<br>C/O NATIONAL INSTRUMENTS CORP<br>11500 NORTH MOPAC | X Chief Executive Officer        |

AUSTIN, TX 78759

## Signatures

R. Eddie Dixon, Jr. as attorney-in-fact for Alexander M.  
Davern

05/02/2019

\_\_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) Acquisition of stock under Issuer's employee stock purchase plan.
- (2) Each restricted stock unit represents a contingent right to receive one share of the Issuer's common stock.
- (3) The restricted stock units vest and become exercisable based on time and performance milestones set by the Issuer.
- (4) The restricted stock units vest in four equal annual installments on the anniversary of the vesting commencement date of May 1, 2017.

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.