

TEXAS INSTRUMENTS INC

Form 4

August 07, 2006

**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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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
DELFASSY GILLES

2. Issuer Name **and** Ticker or Trading  
Symbol  
TEXAS INSTRUMENTS INC  
[TXN]

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)  
12500 TI BOULEVARD  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
08/04/2006

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)  
SR. VICE PRESIDENT

DALLAS, TX 75243

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

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ 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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--------|------------|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount | (A) or (D) | Price   |  |   |
| Common Stock                    | 08/04/2006                           |  | M                              |   | 25,000 | A          | \$ 16.25  | 180,796  | D   |
| Common Stock                    | 08/04/2006                           |  | M                              |   | 25,000 | A          | \$ 21.55  | 205,796  | D   |
| Common Stock                    | 08/04/2006                           |  | S                              |   | 13,200 | D          | \$ 30.09  | 192,596  | D   |
| Common Stock                    | 08/04/2006                           |  | S                              |   | 6,100  | D          | \$ 30.12  | 186,496  | D   |
| Common Stock                    | 08/04/2006                           |  | S                              |   | 6,500  | D          | \$ 30.13  | 179,996  | D   |

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|              |            |   |       |   |          |                         |   |                        |
|--------------|------------|---|-------|---|----------|-------------------------|---|------------------------|
| Common Stock | 08/04/2006 | S | 6,100 | D | \$ 30.14 | 173,896                 | D |                        |
| Common Stock | 08/04/2006 | S | 9,400 | D | \$ 30.15 | 164,496                 | D |                        |
| Common Stock | 08/04/2006 | S | 8,700 | D | \$ 30.16 | 155,796                 | D |                        |
| Common Stock |            |   |       |   |          | 1,703.75 <sup>(1)</sup> | I | TI France Savings Plan |

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 displays a currently valid OMB control number.**

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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| NQ Stock Option (right to buy)             | \$ 16.25   | 08/04/2006                           |  | M                              | 25,000  | <sup>(2)</sup> 02/20/2013                                | Common Stock  | 25,000                        |
| NQ Stock Option (right to buy)             | \$ 21.55   | 08/04/2006                           |  | M                              | 25,000  | <sup>(3)</sup> 01/20/2015                                | Common Stock  | 25,000                        |

## Reporting Owners

| Reporting Owner Name / Address | Relationships                    |
|--------------------------------|----------------------------------|
|                                | Director 10% Owner Officer Other |
| DELFASSY GILLES                | SR. VICE PRESIDENT               |

12500 TI BOULEVARD  
DALLAS, TX 75243

## Signatures

DANIEL M. DRORY, ATTORNEY IN  
FACT

08/07/2006

\_\_\_\_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).
- (3) The option becomes exercisable in four equal annual installments beginning on January 20, 2006.  
Estimated shares attributable to the Texas Instruments France Company Savings Plan as of 12-31-05. (Interests in this account are  
(1) denominated in units. Consequently, share amount shown is an estimate.) This statement does not include changes in beneficial ownership of shares held in such account occurring after 12-31-05 that are eligible for deferred reporting on Form 5.
- (2) The option becomes exercisable in three installments: 50% on the second anniversary of the option date, 25% on the third anniversary of the option date, and 25% on the fourth anniversary of the option date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.  
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