

TEXAS INSTRUMENTS INC
Form 4
August 13, 2007

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
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 *
ADAMS JAMES R

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)
08/10/2007

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

DALLAS, TX 75243
(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 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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock					312,911	D	
Common Stock	08/10/2007		G ⁽¹⁾	V	14,500	D	\$ 0
Common Stock	08/10/2007		J ⁽³⁾		129,050	D	\$ 0 ⁽⁴⁾
Common Stock	08/10/2007		J ⁽³⁾	V	129,050	A	\$ 0 ⁽⁴⁾
Common Stock	08/10/2007		G ⁽¹⁾	V	14,500	A	\$ 0
Common Stock	08/10/2007		J ⁽³⁾		129,050	A	\$ 0 ⁽⁴⁾
					130,500 ⁽²⁾	I	By Partnership
					1,450 ⁽²⁾	I	By Partnership
					142,500 ⁽⁵⁾	I	By Trust
					271,550 ⁽⁵⁾	I	By Trust

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- (2) Shares held by family limited partnership of which the reporting person is a general partner. Reporting person disclaims beneficial ownership except to the extent of his pecuniary interest in the partnership.
- (4) Trust issued a promissory note for \$4,000,000; Issuer's common stock represented 80% of partnership assets.
- (3) Sale of limited partnership interest in family limited partnership, of which reporting person is a general partner, to a trust for the benefit of family members, of which reporting person is trustee.

Estimated shares attributable to TI Universal Profit Sharing Account as of 6-30-07. (Interests in this account are denominated in units.

- (7) Consequently, share amount shown is an estimate.) This statement does not include changes in beneficial ownership of shares held in such account occurring after 6-30-07 that are eligible for deferred reporting on Form 5.

Estimated shares attributable to TI 401(k) Account as of 6-30-07. (Interests in this account are denominated in units. Consequently, share

- (6) amount shown is an estimate.) This statement does not include changes in beneficial ownership of shares held in this account occurring after 6-30-07 that are eligible for deferred reporting on Form 5.

- (1) Gift of limited partnership interest in family limited partnership, of which reporting person is a general partner, to a trust for the benefit of family members, of which report person is trustee.

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.