

TEXAS INSTRUMENTS INC  
Form 4  
January 30, 2017

**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 \*  
Ilan Haviv

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)  
01/26/2017

\_\_\_\_ 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<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<br>(A) 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: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 01/26/2017                              |                                                             | M                                    | 21,875 A                                                                | \$ 32.8 136,284                                                                                                    | D                                                                    |                                                                   |
| Common<br>Stock                       | 01/26/2017                              |                                                             | M                                    | 23,831 A                                                                | \$ 44.09 160,115                                                                                                   | D                                                                    |                                                                   |
| Common<br>Stock                       | 01/26/2017                              |                                                             | S                                    | 45,706 D                                                                | \$ 78.88 114,409                                                                                                   | D                                                                    |                                                                   |
| Common<br>Stock                       | 01/26/2017                              |                                                             | A                                    | 22,080<br>(2) A                                                         | \$ 0 136,489                                                                                                       | 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 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<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |        | 7. Title and Amount<br>Underlying Security<br>(Instr. 3 and 4) |                    |                 |                            |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-----------------------------------------------------------------------------------------------------|----------------------------------------------------------------|--------|----------------------------------------------------------------|--------------------|-----------------|----------------------------|
|                                                     |                                                                       |                                         |                                                             | Code                                    | V                                                                                                   | (A)                                                            | (D)    | Date<br>Exercisable                                            | Expiration<br>Date | Title           | Amount<br>Number<br>Shares |
| NQ<br>Stock<br>Option<br>(Right to<br>Buy)          | \$ 32.8                                                               | 01/26/2017                              |                                                             | M                                       |                                                                                                     |                                                                | 21,875 | <u>(3)</u>                                                     | 01/25/2023         | Common<br>Stock | 21,                        |
| NQ<br>Stock<br>Option<br>(Right to<br>Buy)          | \$ 44.09                                                              | 01/26/2017                              |                                                             | M                                       |                                                                                                     |                                                                | 23,831 | <u>(4)</u>                                                     | 01/23/2024         | Common<br>Stock | 23,                        |
| NQ<br>Stock<br>Option<br>(Right to<br>Buy)          | \$ 79.26                                                              | 01/26/2017                              |                                                             | A                                       |                                                                                                     | 106,151                                                        |        | <u>(5)</u>                                                     | 01/26/2027         | Common<br>Stock | 106,                       |

## Reporting Owners

| Reporting Owner Name / Address                       | Relationships |           |                    |       |
|------------------------------------------------------|---------------|-----------|--------------------|-------|
|                                                      | Director      | 10% Owner | Officer            | Other |
| Ilan Haviv<br>12500 TI BOULEVARD<br>DALLAS, TX 75243 |               |           | Sr. Vice President |       |

## Signatures

/s/ Muriel C. McFarling, Attorney  
in Fact

01/30/2017

           \*\*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) The price in Table 1 is a weighted average sale price. The sales were at prices ranging from \$78.84 to \$78.94. The Issuer undertakes to provide upon request a detailed breakout of the sale prices and the number of shares sold at each price.
- (2) Award of restricted stock units pursuant to 2009 Long-Term Incentive Plan.
- (3) The option becomes exercisable in four equal annual installments beginning on January 25, 2014.
- (4) The option becomes exercisable in four equal annual installments beginning on January 23, 2015.
- (5) The option becomes exercisable in four equal annual installments beginning on January 26, 2018.

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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