Edgar Filing: NATIONAL INSTRUMENTS CORP /DE/ - Form 4

NATIONAL IN Form 4 May 02, 2007	NSTRUMENTS	CORP /DE/									
FORM	Л							OMB A	PPROVAL		
-	UNITED 5	UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549							3235-0287		
Check this b if no longer	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES							Expires:	January 31, 2005		
subject to Section 16. Form 4 or								Estimated a burden hou	average Irs per		
Form 5							response	0.5			
obligations may continu <i>See</i> Instructi 1(b).	e. Section 17(a)	of the Public		ling Com	pany	Act o	f 1935 or Sectio	on			
(Print or Type Res	ponses)										
CARLTON DONALD M Sy N			2. Issuer Name and Ticker or Trading Symbol NATIONAL INSTRUMENTS				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
			CORP /DE/ [NATI]								
(Last)	(First) (Mid	(Mon	e of Earliest Tra h/Day/Year) 1/2007	ansaction			X Director Officer (give below)		6 Owner er (specify		
	PLAZA, 29TH F		172007								
			Amendment, Da Month/Day/Year)	endment, Date Original onth/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
COLUMBUS,	OH 43215							More than One Re			
(City)	(State) (Z	ip) J	able I - Non-D	erivative S	Securi	ties Ac	quired, Disposed o	f, or Beneficial	lly Owned		
	curity (Month/Day/Year) Execution Date, if		3. , if Transactio Code	4. Securi onAcquired Disposed (Instr. 3,	ties l (A) o l of (D	er P)	SecuritiesFBeneficially(OwnedI	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)			
			Code V	Amount	(D)	Price	(Instr. 3 and 4)				
Common Stock	05/01/2007		М	3,334	А	<u>(1)</u>	11,074	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.

 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)	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	<u>(1)</u>	05/01/2007		М	1,667	(2)	05/01/2020	Common Stock	3,334
Restricted Stock Units	(1)	05/01/2007		М	1,667	(3)	05/01/2021	Common Stock	5,001

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Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	er Other			
CARLTON DONALD M AMERICAN ELECTRIC POWER 1 RIVERSIDE PLAZA, 29TH FLOOR COLUMBUS, OH 43215	Х						
Signatures							
David G. Hugley as attorney-in-fact for l	Donald M		05/02	/2007			

Carlton

**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) Each restricted stock unit represents a contingent right to receive one share of the Issuer's common stock.
- (2) The restricted stock units vest in three equal annual installments on the anniversary of the vesting commencement date, May 1, 2005.

(3) The restricted stock units vest in three equal annual installments on the anniversary of the vesting commencement date, May 1, 2006.

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.

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