

RITCHIE KEVIN J

Form 4

August 10, 2005

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

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
RITCHIE KEVIN J

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)

DALLAS, TX 75243

(City) (State) (Zip)

3. Date of Earliest Transaction
(Month/Day/Year)
08/09/2005

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

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

SR. VICE PRESIDENT

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	08/09/2005		M		20,000	A	\$ 8.47 166,783.67
Common Stock	08/09/2005		M		30,000	A	\$ 11.56 196,783.67
Common Stock	08/09/2005		M		60,000	A	\$ 13.19 256,783.67
Common Stock	08/09/2005		S		2,300	D	\$ 32.15 254,483.67
Common Stock	08/09/2005		S		4,700	D	\$ 32.16 249,783.67

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Common Stock	08/09/2005	S	600	D	\$ 32.17	249,183.67	D	
Common Stock	08/09/2005	S	7,400	D	\$ 32.18	241,783.67	D	
Common Stock	08/09/2005	S	94,100	D	\$ 32.2	147,683.67	D	
Common Stock	08/09/2005	S	900	D	\$ 32.22	146,783.67	D	
Common Stock						4,874.59 ⁽¹⁾	I	By Trust--PS
Common Stock						2,856.83 ⁽²⁾	I	By Trust--401(k)

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

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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)	\$ 8.47	08/09/2005		M	20,000	⁽³⁾ 01/15/2007	Common Stock	20,000
NQ Stock Option (right to buy)	\$ 11.56	08/09/2005		M	30,000	⁽⁴⁾ 01/14/2008	Common Stock	30,000
NQ Stock Option (right to buy)	\$ 13.19	08/09/2005		M	60,000	⁽⁵⁾ 06/18/2008	Common Stock	60,000

buy)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RITCHIE KEVIN J 12500 TI BOULEVARD DALLAS, TX 75243			SR. VICE PRESIDENT	

Signatures

JANE S. NAHRA, ATTORNEY IN FACT	08/10/2005
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__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 15, 1998.
Estimated shares attributable to TI 401(k) Account as of 12-31-04. (Interests in this account are denominated in units. Consequently, share amount shown is an estimate.) This statement does not include changes in beneficial ownership of shares held in this account occurring after 12-31-04 that are eligible for deferred reporting on Form 5.
- (2) Estimated shares attributable to TI Universal Profit Sharing account as of 12-31-04. (Interests in this account are 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 12-31-04 that are eligible for deferred reporting on Form 5.
- (1) Consequently, share amount shown is an estimate.) This statement does not include changes in beneficial ownership of shares held in such account occurring after 12-31-04 that are eligible for deferred reporting on Form 5.
- (5) The option becomes exercisable in four equal annual installments beginning on June 18, 1999.
- (4) The option becomes exercisable in four equal annual installments beginning on January 14, 1999.

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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