## NATIONAL INSTRUMENTS CORP /DE/

Form 4

January 28, 2003

Austin, TX 78759

(State)

(Zip)

(City)

SEC Form 4

## **OMB APPROVAL UNITED STATES SECURITIES AND EXCHANGE** FORM 4 COMMISSION Washington, D.C. 20549 [ ] Check this box if no longer subject to Section 16. Form OMB Number: 3235-0287 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP 4 or Form Expires: January 31, 2005 5 obligations may continue. Estimated average burden See Instruction 1(b). hours per response. . . . . 0.5 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 1. Name and Address of Reporting 2. Issuer Name 4. Statement for 6. Relationship of Reporting Person(s) Person' and Ticker or Trading (Month/Day/Year to Issuer Kodosky, Jeffrey L. Symbol (Check all applicable) 01/27/2003 **National Instruments** X Director \_ 10% Owner (Last) (First) \_ Officer (give title below) (Middle) Corporation \_ Other NATI (specify below) 11500 North Mopac Blvd. 5. If Amendment, **Building B** Date of Original Description 3. I.R.S. Identification (Month/Day/Year) Number of Reporting (Street) Person, if an entity

(voluntary)

	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. Transa Cod (Inst 8)	е	4. Securit nor Dispos (Instr. 3	ed Of	(D)	5. Amount of Securities Ship Beneficially Owned Direct Following (D)		Indirect m: Beneficial oct Ownership		
			Code	٧	Amount	A/D	Price	Reported Transaction(s) (Instr. 3 and 4)	or Indirect (I) (Instr. 4)	(Instr. 4)		
Common Stock	01/27/2003		S		1,000(1)	D	\$33.2608	1,473,725	D			
Common Stock	01/27/2003		s		1,000(1)	D	\$33.2608	1,473,725	I	By Spouse		
Common Stock	01/27/2003		s		100(1)	D	\$33.2608	526,810	ı	By Karen Kodosky Trust		
Common Stock	01/27/2003		S		100(1)	D	\$33.2608	526,810	ı	By Laura Kodosky Trust		

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

7. Individual or Joint/Group

Person

Reporting Person

Filing (Check Applicable Line)

X Form filed by One Reporting

Form filed by More than One

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			(€	.g., put	s, ca	alls,	war	rants	, opti	ions, c	onvertible	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. Transactio Code (Instr.8)		onNumbe of Derivati Secu		and ive Expirati undiesse(ED) ed (Month/				8. Price of Derivative Security (Instr.5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr.4)	10. Owner- ship Form of Deriv- ative Securities: Direct (D) or Indirect (I)	11. Na In Be Ov (Ir
				Code	V	Α	О	DE	ED	Title	Amount or Number of Shares				

## **Explanation of Responses:**

(1) Shares were sold under Reporting Person's 10(b) 5-1 Plan	
( )	

By: Date:

/s/ Jeffrey L. Kodosky

01/28/2003

SEC 1474 (9-02)

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

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.

<sup>\*\*</sup> Signature of Reporting Person

<sup>\*</sup> If the form is filed by more than one reporting person, see Instruction 4(b)(v).

<sup>\*\*</sup> Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).