MARCH KEVIN P
Form 4
August 02, 2007

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
MARCH KEVIN P

(Last) (First) (Middle)

12500 TI BOULEVARD

(Street)

DALLAS, TX 75243

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
TEXAS INSTRUMENTS INC [TXN]

3. Date of Earliest Transaction (Month/Day/Year)
07/31/2007

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
SR. VICE PRESIDENT & CFO

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	07/31/2007		S[(1)]		1,272	D	$ 35.55	135,312	D	
Common Stock	07/31/2007		S[(1)]		1,273	D	$ 35.56	134,039	D	
Common Stock	07/31/2007		S[(1)]		100	D	$ 35.57	133,939	D	
Common Stock	07/31/2007		S[(1)]		1,173	D	$ 35.58	132,766	D	
Common Stock	07/31/2007		S[(1)]		2,546	D	$ 35.6	130,220	D	

Common Stock	07/31/2007		S [(1)]	800	D	$ 35.66	129,420	D	
Common Stock	07/31/2007		S [(1)]	472	D	$ 35.67	128,948	D	
Common Stock	07/31/2007		S [(1)]	1,273	D	$ 35.76	127,675	D	
Common Stock	07/31/2007		S [(1)]	100	D	$ 35.84	127,575	D	
Common Stock	07/31/2007		S [(1)]	600	D	$ 35.85	126,975	D	
Common Stock	07/31/2007		S [(1)]	1,846	D	$ 35.86	125,129	D	
Common Stock	07/31/2007		F [(2)]	7,272	D	$ 35.95	117,857	D	
Common Stock	07/31/2007		S [(1)]	1,273	D	$ 36.2	116,584	D	
Common Stock							1,756.54 [(3)]	I	By Trust-- PS
Common Stock							37.41 [(4)]	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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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. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
								Date Exercisable	Expiration Date	Title	Amount or Number of Shares		
				Code	V	(A)	(D)						

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MARCH KEVIN P 12500 TI BOULEVARD DALLAS, TX 75243			SR. VICE PRESIDENT & CFO	

Signatures

CYNTHIA H. HAYNES, ATTORNEY IN FACT	08/02/2007
**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).

(2) Withholding of shares of common stock to satisfy tax withholding obligation (relating to vesting of a previously granted award).

(3) Estimated shares attributable to TI Universal Profit Sharing Account as of 6-30-07. (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 6-30-07 that are eligible for deferred reporting on Form 5.

(1) Sales effected pursuant to a Rule 10b5-1 trading plan entered into by the reporting person on August 7, 2006.

(4) Estimated shares attributable to TI 401(k) Account as of 6-30-07. (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 6-30-07 that are eligible for deferred reporting on Form 5.

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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