

CRUTCHER BRIAN T

Form 4

October 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

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 *
CRUTCHER BRIAN T

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)
10/26/2017

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

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 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 | 10/26/2017 | | M | | 144,919 | A | \$ 53.94 |
| | | | | | | | 346,428 |
| Common Stock | 10/26/2017 | | S | | 131,985 | D | \$ 96.1984 |
| | | | | | | | (1) |
| Common Stock | 10/26/2017 | | S | | 12,934 | D | \$ 96.8656 |
| | | | | | | | (2) |
| Common Stock | 10/27/2017 | | M | | 68,687 | A | \$ 52.93 |
| | | | | | | | 270,196 |
| | 10/27/2017 | | S | | 68,687 | D | 201,509 |
| | | | | | | | D |

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| | | | | | | | | |
|-----------------|------------|---|--------|---|----------------------|---|---|-----------------|
| Common Stock | | | | | \$ 96.0998 (3) | | | |
| Common Stock | 10/26/2017 | S | 50,399 | D | \$ 96.2642 (4) | 0 | I | By Trust (5) |

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) |
|---|--|---|---|--------------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| NQ Stock Option (Right to Buy) | \$ 53.94 | 10/26/2017 | | M | 144,919 | (6) 01/28/2025 | Common Stock 144,919 |
| NQ Stock Option (Right to Buy) | \$ 52.93 | 10/27/2017 | | M | 68,687 | (7) 01/29/2026 | Common Stock 68,687 |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|--|----------------------------------|
| | Director 10% Owner Officer Other |
| CRUTCHER BRIAN T 12500 TI BOULEVARD DALLAS, TX 75243 | Chief Operating Officer |

Signatures

/s/ Muriel C. McFarling, Attorney
in Fact

10/30/2017

__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 \$95.91 to \$96.76. The Issuer undertakes to provide upon request a detailed breakout of the sale prices and the number of shares sold at each price.
- (2) The price in Table 1 is a weighted average sale price. The sales were at prices ranging from \$96.78 to \$96.92. The Issuer undertakes to provide upon request a detailed breakout of the sale prices and the number of shares sold at each price.
- (3) The price in Table 1 is a weighted average sale price. The sales were at prices ranging from \$95.83 to \$96.255. The Issuer undertakes to provide upon request a detailed breakout of the sale prices and the number of shares sold at each price.
- (4) The price in Table 1 is a weighted average sale price. The sales were at prices ranging from \$96.05 to \$96.905. The Issuer undertakes to provide upon request a detailed breakout of the sale prices and the number of shares sold at each price.
- (5) Shares held in trust for the benefit of family members of which reporting person is a trustee.
- (6) The option becomes exercisable in four equal annual installments beginning on January 28, 2016.
- (7) The option becomes exercisable in four equal annual installments beginning on January 29, 2017.

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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