

Starkloff Eric Howard
 Form 3
 May 03, 2013

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Starkloff Eric Howard
 (Last) (First) (Middle)

2. Date of Event Requiring Statement
 (Month/Day/Year)
 04/24/2013

3. Issuer Name and Ticker or Trading Symbol
 NATIONAL INSTRUMENTS CORP /DE/ [NATI]

4. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

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

C/O NATIONAL INSTRUMENTS CORPORATION, 11500 NORTH MOPAC
 (Street)

Director 10% Owner
 Officer Other
 (give title below) (specify below)
 Senior Vice President

AUSTIN, TX 78759
 (City) (State) (Zip)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common	388	D	

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security	4. Conversion or Exercise	5. Ownership Form of	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	
Employee Stock Option (right to buy)	Â (1)	03/24/2014	Common Stock	12,000	\$ 19.9	D	Â
Restricted Stock Units	Â (2)	05/01/2020	Common Stock	1,220	\$ (3)	D	Â
Restricted Stock Units	Â (2)	05/01/2021	Common Stock	1,639	\$ (3)	D	Â
Restricted Stock Units	Â (2)	05/01/2022	Common Stock	2,602	\$ (3)	D	Â
Restricted Stock Units	Â (2)	05/01/2023	Common Stock	3,562	\$ (3)	D	Â
Restricted Stock Units	Â (2)	05/01/2024	Common Stock	3,575	\$ (3)	D	Â
Restricted Stock Units	Â (2)	05/01/2026	Common Stock	6,470	\$ (3)	D	Â
Restricted Stock Units	Â (2)	05/01/2027	Common Stock	7,500	\$ (3)	D	Â
Restricted Stock Units	Â (2)	05/01/2028	Common Stock	7,500	\$ (3)	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Starkloff Eric Howard C/O NATIONAL INSTRUMENTS CORPORATION 11500 NORTH MOPAC AUSTIN, TX 78759	Â	Â	Â Senior Vice President	Â

Signatures

Eric Howard
Starkloff

05/03/2013

**Signature of
Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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) Options vested and became exercisable based on time and performance milestones set by the Issuer.
- (2) The restricted stock units vest and become exercisable based on time and performance milestones set by the Issuer.

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(3) Each restricted stock unit represents a contingent right to receive one share of the Issuer's common stock.

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.