

NATIONAL INSTRUMENTS CORP  
 Form 3  
 January 04, 2017

**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 *<br>Â Roiko John Charles<br>(Last) (First) (Middle)<br><br>C/O NATIONAL INSTRUMENTS CORPORATION,Â 11500 NORTH MOPAC<br>(Street)<br><br>AUSTIN,Â TXÂ 78759<br>(City) (State) (Zip) | 2. Date of Event Requiring Statement<br>(Month/Day/Year)<br>12/20/2016 | 3. Issuer Name and Ticker or Trading Symbol<br>NATIONAL INSTRUMENTS CORP [NATI] | 4. Relationship of Reporting Person(s) to Issuer<br><br>(Check all applicable)<br><br><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other<br>(give title below) (specify below)<br>Interim CFO | 5. If Amendment, Date Original Filed(Month/Day/Year) | 6. Individual or Joint/Group Filing(Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person |
|--|--|---|---|--|---|

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security<br>(Instr. 4) | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock                       | 16,514   | D   | Â  |

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<br>(Instr. 4) | 2. Date Exercisable and Expiration Date<br>(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<br>(Instr. 5) |
|---|---|--|---------------------------|----------------------|--|
|---|---|--|---------------------------|----------------------|--|

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|                        | Date Exercisable | Expiration Date | (Instr. 4)<br>Title | Amount or Number of Shares | Price of Derivative Security | Derivative Security: Direct (D) or Indirect (I) (Instr. 5) |   |
|------------------------|------------------|-----------------|---------------------|----------------------------|------------------------------|--|---|
| Restricted Stock Units | Â (1)            | 05/01/2023      | Common Stock        | 331                        | \$ (2)                       | D  | Â |
| Restricted Stock Units | Â (1)            | 05/01/2024      | Common Stock        | 991                        | \$ (2)                       | D  | Â |
| Restricted Stock Units | Â (1)            | 05/01/2026      | Common Stock        | 2,592                      | \$ (2)                       | D  | Â |
| Restricted Stock Units | Â (1)            | 05/01/2027      | Common Stock        | 3,416                      | \$ (2)                       | D  | Â |
| Restricted Stock Units | Â (1)            | 05/01/2028      | Common Stock        | 1,645                      | \$ (2)                       | D  | Â |
| Restricted Stock Units | Â (1)            | 05/01/2030      | Common Stock        | 3,600                      | \$ (2)                       | D  | Â |
| Restricted Stock Units | Â (1)            | 05/01/2031      | Common Stock        | 4,000                      | \$ (2)                       | D  | Â |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |               |       |
|---|---------------|-----------|---------------|-------|
|   | Director      | 10% Owner | Officer       | Other |
| Roiko John Charles<br>C/O NATIONAL INSTRUMENTS CORPORATION<br>11500 NORTH MOPAC<br>AUSTIN, TX 78759 | Â             | Â         | Â Interim CFO | Â     |

## Signatures

John Charles  
Roiko

01/04/2017

\*\*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) The restricted stock units vest and become exercisable based on time and performance milestones set by the Issuer.
  - (2) 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.