

NATIONAL INSTRUMENTS CORP /DE/  
Form 8-K  
February 09, 2006

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

**Form 8-K**

**Current Report**

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of Earliest Event Reported): February 3, 2006

**NATIONAL INSTRUMENTS CORPORATION**  
(Exact Name of Registrant as Specified in its Charter)

Commission File Number: 000-25426

Delaware  
(State or Other Jurisdiction of  
Incorporation)

74-1871327  
(I.R.S. Employer  
Identification No.)

11500 North MoPac Expressway, Austin, TX 78759  
(Address of Principal Executive Offices, Including Zip Code)

(512) 338-9119  
(Registrant's Telephone Number, Including Area Code)

N/A  
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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**Item 1.01 Entry into Material Agreement.**

On February 3, 2006, the following payments were made in connection with the Company's Annual Incentive Program (AIP) to the Company's four most highly compensated executive officers who participate in the AIP. The AIP was adopted and approved by the Compensation Committee of the Board of Directors on May 10, 2005. The payments were made principally upon the satisfaction of the set performance objectives in the AIP together with discretion exercised by the Compensation Committee based on the performance of the individual officers during the year.

<b>Officer</b>	<b>Amount</b>
Alexander Davern	\$51,000.00
Timothy Dehne	\$61,720.00

Item 1.01 Entry into Material Agreement.

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<u>Officer</u>	<u>Amount</u>
Pete Zogas	\$49,680.00
John Graff	\$36,900.00

**Signature(s)**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: February 9, 2006

NATIONAL INSTRUMENTS CORPORATION

By: /s/ David G. Hugley  
David G. Hugley  
Vice President & General Counsel  
Secretary