

HAMES MICHAEL J  
 Form 4  
 February 02, 2006

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**HAMES MICHAEL J**

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)  
**01/31/2006**

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
**SR. VICE PRESIDENT**

**DALLAS, TX 75243**  
 (City) (State) (Zip)

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

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 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                    | 01/31/2006                           |  | S                              |   | 3,497   | D  | \$ 28.8   |
| Common Stock                    | 01/31/2006                           |  | S                              |   | 3,497   | D  | \$ 28.91  |
| Common Stock                    | 01/31/2006                           |  | S                              |   | 3,497   | D  | \$ 28.92  |
| Common Stock                    | 01/31/2006                           |  | S                              |   | 2,500   | D  | \$ 28.97  |
| Common Stock                    | 01/31/2006                           |  | S                              |   | 997   | D  | \$ 29   |

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|              |            |                        |        |   |          |                         |   |                  |
|--------------|------------|------------------------|--------|---|----------|-------------------------|---|------------------|
| Common Stock | 01/31/2006 | S                      | 3,497  | D | \$ 29.08 | 273,145                 | D |                  |
| Common Stock | 01/31/2006 | S                      | 1,400  | D | \$ 29.11 | 271,745                 | D |                  |
| Common Stock | 01/31/2006 | S                      | 5,594  | D | \$ 29.12 | 266,151                 | D |                  |
| Common Stock | 01/31/2006 | S                      | 700    | D | \$ 29.14 | 265,451                 | D |                  |
| Common Stock | 01/31/2006 | S                      | 2,797  | D | \$ 29.15 | 262,654                 | D |                  |
| Common Stock | 01/31/2006 | S                      | 3,497  | D | \$ 29.18 | 259,157                 | D |                  |
| Common Stock | 01/31/2006 | S                      | 1,500  | D | \$ 29.31 | 257,657                 | D |                  |
| Common Stock | 01/31/2006 | S                      | 2,006  | D | \$ 29.34 | 255,651                 | D |                  |
| Common Stock | 01/31/2006 | <u>F<sup>(1)</sup></u> | 15,021 | D | \$ 30.05 | 240,630                 | D |                  |
| Common Stock |            |                        |        |   |          | 992 <sup>(2)</sup>      | I | By Spouse        |
| Common Stock |            |                        |        |   |          | 260.49 <sup>(3)</sup>   | I | By Trust--401(k) |
| Common Stock |            |                        |        |   |          | 6,648.77 <sup>(4)</sup> | I | By Trust--PS     |

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

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(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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|  |  |                                      |  |                                |   | Title  |   |  |  |

|             |            |        |
|-------------|------------|--------|
| Date        | Expiration | Amount |
| Exercisable | Date       | or     |
|             |            | Number |
|             |            | of     |
|             |            | Shares |

## Reporting Owners

| Reporting Owner Name / Address                            | Relationships |           |                    |       |
|---|---------------|-----------|--------------------|-------|
|   | Director      | 10% Owner | Officer            | Other |
| HAMES MICHAEL J<br>12500 TI BOULEVARD<br>DALLAS, TX 75243 |               |           | SR. VICE PRESIDENT |       |

## Signatures

|                                      |            |
|--------------------------------------|------------|
| DANIEL M. DRORY, ATTORNEY IN<br>FACT | 02/02/2006 |
|--------------------------------------|------------|

\_\_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).

(3) Estimated shares attributable to TI 401(k) Account as of 12-31-05. (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 12-31-05 that are eligible for deferred reporting on Form 5.

(2) Beneficial ownership by reporting person disclaimed.

(4) Estimated shares attributable to TI Universal Profit Sharing account as of 12-31-05. (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 12-31-05 that are eligible for deferred reporting on Form 5.

(1) Withholding of shares of common stock to satisfy tax withholding obligation (relating to issuance of stock incentive award).

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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