

RITCHIE KEVIN J
Form 4
February 02, 2006

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
RITCHIE KEVIN 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
__X__ Officer (give title ____ Other (specify
below) below)

SR. VICE PRESIDENT

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	01/31/2006		S		2,196	D	\$ 28.8
							194,587
Common Stock	01/31/2006		S		2,195	D	\$ 28.91
							192,392
Common Stock	01/31/2006		S		2,195	D	\$ 28.92
							190,197
Common Stock	01/31/2006		S		2,196	D	\$ 28.97
							188,001
Common Stock	01/31/2006		S		2,196	D	\$ 29.08
							185,805

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Common Stock	01/31/2006	S	2,195	D	\$ 29.1	183,610	D	
Common Stock	01/31/2006	S	2,196	D	\$ 29.13	181,414	D	
Common Stock	01/31/2006	S	95	D	\$ 29.15	181,319	D	
Common Stock	01/31/2006	S	2,100	D	\$ 29.16	179,219	D	
Common Stock	01/31/2006	S	2,196	D	\$ 29.18	177,023	D	
Common Stock	01/31/2006	S	2,205	D	\$ 29.35	174,818	D	
Common Stock	01/31/2006	F ⁽¹⁾	8,035	D	\$ 30.05	166,783	D	
Common Stock						4,871.73 ⁽²⁾	I	By Trust--PS
Common Stock						2,855.97 ⁽³⁾	I	By Trust--401(k)

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 Following Reported Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RITCHIE KEVIN J 12500 TI BOULEVARD DALLAS, TX 75243			SR. VICE PRESIDENT	

Signatures

02/02/2006

Date _____

Explanation of Responses:

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

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