Edgar Filing: WHITMAN CHRISTINE TODD - Form 4

| WHITMAN (Form 4 January 30, 20 | CHRISTINE TOE | DD | | | | | | | | |
|--|---|---|--|------------------------|--------------------|---------|---|--|---|--|
| FORM Check this | 4 UNITED S | TATES SECUR Was | ITIES Al hington, 1 | | | NGE (| COMMISSION | OMB Number: | PPROVAL 3235-0287 January 31, | |
| if no longer subject to Section 16. SECURITIES STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES Expires: 200 Estimated average burden hours per | | | | | | | | irs per | | |
| (Print or Type R | esponses) | | | | | | | | | |
| WHITMAN CHRISTINE TODD Symbol | | | Name and Ticker or Trading | | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | |
| (Last) 12500 TI BC | | iddle) 3. Date of (Month/D 01/26/20 | - | insaction | | | X Director Officer (give below) | | 6 Owner er (specify | |
| | | | ndment, Date Original th/Day/Year) | | | | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person | | | |
| DALLAS, T | X 75243 | | | | | | Form filed by M Person | Nore than One Ro | eporting | |
| (City) | (State) (Z | Zip) Table | e I - Non-De | erivative S | Securi | ties Ac | quired, Disposed of | f, or Beneficial | lly Owned | |
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transactio Code (Instr. 8) Code V | Disposed (Instr. 3, | l (A) o l of (D |) | Securities Beneficially | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | |
| Common Stock | 01/26/2012 | | A <u>(1)</u> | 3,090 | A | \$0 | 17,977 | D | | |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

 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. Transactio Code (Instr. 8) | 5. Number of orDerivative 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 E S (1 |
|---|---|---|---|--|--|--|--------------------|---|-------------------------------------|-------------------|
| | | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| NQ Stock Option (Right to Buy) | \$ 32.36 | 01/26/2012 | | A | 12,156 | (2) | 01/26/2022 | Common Stock | 12,156 | |

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Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | |
|--|---------------|------------|---------|-------|--|--|
| | Director | 10% Owner | Officer | Other | | |
| WHITMAN CHRISTINE TODD 12500 TI BOULEVARD DALLAS, TX 75243 | Х | | | | | |
| Signatures | | | | | | |
| /s/ Daniel M. Drory, Attorney In Fact | (| 01/30/2012 | | | | |
| **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).
- (1) Award of restricted stock units granted under the Texas Instruments 2009 Director Compensation Plan.
- (2) The option becomes exercisable in four equal annual installments beginning on January 26, 2013.

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.