

Porterfield Robert
Form 4
May 04, 2011

FORM 4

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

OMB APPROVAL

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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 *
Porterfield Robert

2. Issuer Name and Ticker or Trading Symbol
NATIONAL INSTRUMENTS
CORP /DE/ [NATI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director
 Officer (give title below) _____ 10% Owner
____ Other (specify below)
Vice President

(Last) (First) (Middle)

C/O NATIONAL INSTRUMENTS
CORP, 11500 N. MOPAC EXPWY

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
05/01/2011

AUSTIN, TX 78759

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

(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	05/01/2011		M			7,261	A	Ⓣ	70,874	D	
Common Stock	05/01/2011		M			5,257	A	Ⓣ	76,131	I	by Spouse
Common Stock	05/02/2011		M	V	297	\$ 23.9757	A		76,428	I	by Spouse

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

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(9-02)

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. 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. Amount or Number of Shares
Restricted Stock Units	<u>(1)</u>	05/01/2011		M	1,001	<u>(2)</u> 05/01/2020	Common Stock	2,435 <u>(3)</u>
Restricted Stock Units	<u>(1)</u>	05/01/2011		M	751	<u>(2)</u> 05/01/2021	Common Stock	2,352 <u>(3)</u>
Restricted Stock Units	<u>(1)</u>	05/01/2011		M	1,252	<u>(2)</u> 05/01/2022	Common Stock	4,884 <u>(3)</u>
Restricted Stock Units	<u>(1)</u>	05/01/2011		M	1,252	<u>(2)</u> 05/01/2023	Common Stock	5,844 <u>(3)</u>
Restricted Stock Units	<u>(1)</u>	05/01/2011		M	1,001	<u>(2)</u> 05/01/2024	Common Stock	5,400 <u>(3)</u>
Restricted Stock Units	<u>(1)</u>	05/01/2011		M	2,504	<u>(2)</u> 05/01/2020	Common Stock	6,087 <u>(3)</u>
Restricted Stock Units	<u>(1)</u>	05/01/2011		M	1,252	<u>(2)</u> 05/01/2021	Common Stock	3,921 <u>(3)</u>
Restricted Stock Units	<u>(1)</u>	05/01/2011		M	1,252	<u>(2)</u> 05/01/2022	Common Stock	4,884 <u>(3)</u>
Restricted Stock Units	<u>(1)</u>	05/01/2011		M	1,252	<u>(2)</u> 05/01/2023	Common Stock	5,844 <u>(3)</u>
	<u>(1)</u>	05/01/2011		M	1,001	<u>(2)</u> 05/01/2024		

