

HUGLEY DAVID
Form 4
February 01, 2006

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
HUGLEY DAVID

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 10% Owner
 Officer (give title below) Other (specify below)
Vice Pres. & General Counsel

(Last) (First) (Middle)
C/O NATIONAL
INSTRUMENTS, 11500 MOPAC
BLDG B

3. Date of Earliest Transaction
(Month/Day/Year)
01/30/2006

(Street)
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	01/30/2006		M		4,587	A	\$ 5.9259 10,481
Common Stock	01/30/2006		M		11,813	A	\$ 9.6297 22,294
Common Stock	01/30/2006		M		1,687	A	\$ 9.6297 23,981
Common Stock	01/30/2006		M		1,575	A	\$ 15.3055 25,556
	01/30/2006		M		12,636	A	38,192

Edgar Filing: HUGLEY DAVID - Form 4

Common Stock					\$ 15.3055		
Common Stock	01/30/2006		M	4,525	A	\$ 12.2222	42,717 D
Common Stock	01/30/2006		S	36,623	D	\$ 34.5	6,094 D
Common Stock	01/30/2006		S	200	D	\$ 34.57	5,894 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.

SEC 1474
(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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 5.9259	01/30/2006		M	4,587	<u>(1)</u> 03/20/2006	Common Stock 4,587
Employee Stock Option (right to buy)	\$ 9.6297	01/30/2006		M	11,813	<u>(1)</u> 03/19/2007	Common Stock 11,813
Employee Stock Option (right to buy)	\$ 9.6297	01/30/2006		M	1,687	<u>(2)</u> 03/19/2007	Common Stock 1,687
Employee Stock Option	\$ 15.3055	01/30/2006		M	1,575	<u>(2)</u> 03/19/2008	Common Stock 1,575

(right to buy)

Employee Stock

Option (right to buy)	\$ 15.3055	01/30/2006	M	12,636	(1)	03/19/2008	Common Stock	19,575
-----------------------	------------	------------	---	--------	-----	------------	--------------	--------

Employee Stock

Option (right to buy)	\$ 12.2222	01/30/2006	M	4,525	(1)	03/24/2009	Common Stock	9,000
-----------------------	------------	------------	---	-------	-----	------------	--------------	-------

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

HUGLEY DAVID
C/O NATIONAL INSTRUMENTS
11500 MOPAC BLDG B
AUSTIN, TX 78759

Vice Pres. & General Counsel

Signatures

David G. Hugley 02/01/2006

**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).
- (1) Options vest and become exercisable based on time and performance milestones set by the Issuer.
- (2) Options vest and become exercisable ratably over a 60-month period from the date of the grant.

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.