Starkloff Eric Howard Form 4 May 03, 2018

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations may continue.

See Instruction 1(b).

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 * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Starkloff Eric Howard Issuer Symbol NATIONAL INSTRUMENTS (Check all applicable) CORP [NATI] (Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner X_ Officer (give title Other (specify (Month/Day/Year) below) C/O NATIONAL INSTRUMENTS 05/01/2018 Executive Vice President CORPORATION, 11500 NORTH **MOPAC** (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting **AUSTIN, TX 78759** (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 4. Securities Acquired (A) 5. Amount of 7. Nature of Indirect Security (Month/Day/Year) Execution Date, if Transactionor Disposed of (D) Securities Ownership (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Beneficial (Month/Day/Year) (Instr. 8) Owned Direct (D) Ownership Following or Indirect (Instr. 4) Reported (A) Transaction(s) (Instr. 4) or (Instr. 3 and 4) (D) Price Code Amount Common 05/01/2018 265 (1) 32,599 D Stock 34.7565 Common 05/01/2018 16,592 D M Α 49,191 Stock Common

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

F

4,129

D

05/01/2018

Stock

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)

45,062

D

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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. Transactic Code (Instr. 8)	5. Number conf 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
Restricted Stock Units	<u>(2)</u>	05/01/2018		M	391	(3)	05/01/2024	Common Stock	391
Restricted Stock Units	(2)	05/01/2018		M	830	(3)	05/01/2026	Common Stock	830
Restricted Stock Units	(2)	05/01/2018		M	830	(3)	05/01/2027	Common Stock	830
Restricted Stock Units	(2)	05/01/2018		M	830	(3)	05/01/2028	Common Stock	830
Restricted Stock Units	(2)	05/01/2018		M	1,660	(3)	05/01/2029	Common Stock	1,660
Restricted Stock Units	(2)	05/01/2018		M	2,767	(3)	05/01/2030	Common Stock	2,767
Restricted Stock Units	(2)	05/01/2018		M	3,034	(3)	05/01/2031	Common Stock	3,034
Restricted Stock Units	(2)	05/01/2018		M	6,250	<u>(4)</u>	05/01/2032	Common Stock	6,250

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Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Starkloff Eric Howard C/O NATIONAL INSTRUMENTS CORPORATION 11500 NORTH MOPAC AUSTIN, TX 78759

Executive Vice President

Signatures

David G. Hugley as attorney-in-fact for Eric H. Starkloff

05/03/2018

**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) Acquisition of stock under Issuer's employee stock purchase plan.
- (2) Each restricted stock unit represents a contingent right to receive one share of the Issuer's common stock.
- (3) The restricted stock units vest and become exercisable based on time and performance milestones set by the Issuer.
- (4) The restricted stock units vest in four equal annual installments on the anniversary of the vesting commencement date of May 1, 2017.

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.

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