WROE THOMAS JR

Form 4

January 24, 2005

FORM 4

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

OMB Number: 3235-0287

Estimated average

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005

Form 4 or Form 5 obligations may continue.

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

burden hours per response... 0.5

OMB APPROVAL

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * WROE THOMAS JR			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			3. Date of Earliest Transaction (Month/Day/Year) 01/20/2005					Director 10% Owner _X_ Officer (give title Other (specify below) SR. VICE PRESIDENT			
				f Amendment, Date Original d(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) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned										
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deeme Execution I any (Month/Da	Date, if	3. Transactic Code (Instr. 8)	4. Securition(A) or Dis (D) (Instr. 3, 4	posed	l of	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)	
Common Stock	01/20/2005			A <u>(1)</u>	15,000	A	\$0	19,729.21	D		
Common Stock								5,261 <u>(2)</u>	I	By Self for Sons	
Common Stock								15,321.05 (3)	I	By TrustCODA	
Common Stock								16,645.81 (4)	I	By TrustPS	

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

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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)	. Transaction Date 3A. Deemed Month/Day/Year) Execution Date, if any (Month/Day/Year)		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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
NQ Stock Option (right to buy)	\$ 21.55	01/20/2005		A	45,000	<u>(5)</u>	01/20/2015	Common Stock	45,000

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

WROE THOMAS JR 12500 TI BOULEVARD DALLAS, TX 75243

SR. VICE PRESIDENT

Signatures

CYNTHIA H. HAYNES, ATTORNEY IN FACT

01/24/2005

**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).
- (5) The option becomes exercisable in four equal annual installments beginning on January 20, 2006.
- (1) Award of restricted stock units pursuant to 2000 Long Term Incentive Plan.
 - Estimated shares attributable to TI Employee Cash or Deferred Compensation Account as of 12-31-04. (Interests in this account are
- (3) denominated in units. Consequently, share amount shown is an estimate.) This statement does not include changes in beneficial ownership of shares held in such account occurring after 12-31-04 that are eligible for deferred reporting on Form 5.
- (2) Held by custodian for account of minors.

Reporting Owners 2

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Estimated shares attributable to TI Universal Profit Sharing account as of 12-31-04. (Interests in this account are denominated in units.

(4) Consequently, share amount shown is an estimate.) This statement does not include changes in beneficial ownership of shares held in such account occurring after 12-31-04 that are eligible for deferred reporting on Form 5.

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.