## Edgar Filing: ALMGREN RAY - Form 4

ALMGREN F Form 4 May 04, 2009											
FORM	Л	TATES SI					NGE (	COMMISSION		PPROVAL 3235-0287	
Check this if no longe subject to Section 16 Form 4 or Form 5 obligation: may contin <i>See</i> Instruct 1(b).	Filed purs Section 17(a	Washington, D.C. 20549 TATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, tion 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940						Expires: Estimated a burden hou response	Expires:January 31Expires:2005Estimated averageburden hours perresponse0.5		
(Print or Type Ro	esponses)										
ALMGREN RAY Syn NA			2. Issuer Name <b>and</b> Ticker or Trading Symbol NATIONAL INSTRUMENTS CORP /DE/ [NATI]				g	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Month			/Ionth/Da	Date of Earliest Transaction onth/Day/Year) /25/2008				Director 10% Owner X Officer (give title Other (specify below) below) Vice President			
				endment, Date Original onth/Day/Year)				<ul> <li>6. Individual or Joint/Group Filing(Check</li> <li>Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> </ul>			
AUSTIN, TX	K 78759							Form filed by I Person	More than One Ro	eporting	
(City)	(State) (2	Zip)	Table	I - Non-Do	erivative S	Securi	ties Ac	quired, Disposed o	f, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		Date, if	3. Transactic Code (Instr. 8) Code V	Disposed (Instr. 3,	l (A) c l of (D	))	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
Common Stock	05/01/2009			М	3,021	А	<u>(1)</u>	39,007	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)

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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)	`` <b>`</b>		te Underlying Securi		Securities	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(1)	04/25/2008		А	5,000 (2)		<u>(3)</u>	05/01/2023	Common Stock	5,000
Restricted Stock Units	(1)	04/22/2009		А	4,000		(3)	05/01/2024	Common Stock	4,000
Restricted Stock Units	(1)	05/01/2009		М		1,209	(3)	05/01/2020	Common Stock	6,267
Restricted Stock Units	(1)	05/01/2009		М		604	<u>(3)</u>	05/01/2021	Common Stock	3,718
Restricted Stock Units	<u>(1)</u>	05/01/2009		М		604	(3)	05/01/2022	Common Stock	4,360
Restricted Stock Units	(1)	05/01/2009		М		604	<u>(3)</u>	05/01/2023	Common Stock	5,000

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
ALMGREN RAY 11500 NORTH MOPAC BLDG C AUSTIN, TX 78759			Vice President				
Signatures							
David G. Hugley as attorney-in-fact Almgren	for Ray		05/04/2009				
**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) Each restricted stock unit represents a contingent right to receive one share of the Issuer's common stock.
- (2) The restricted stock unit award was inadvertently not filed after it was granted on April 25, 2008.
- (3) The restricted stock units vest and become exercisable based on time and performance milestones set by the Issuer.

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.