RAZDAN ASH Form 4 March 10, 2010

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

Washington, D.C. 20549

if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

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

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person ** RAZDAN ASH

(First)

2. Issuer Name **and** Ticker or Trading Symbol

NATIONAL INSTRUMENTS CORP /DE/ [NATI]

CORP /DE/ [NATI]

3. Date of Earliest Transaction

(Month/Day/Year)

11500 NORTH MOPAC, BLDG C 03/08/2010

(Middle)

(Street) 4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

OMB APPROVAL

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

(Check all applicable)

____ Director ____ 10% Owner
___ Officer (give title __X__ Other (specify below)

Dir Corp Dev & Ofc of Pres

 $6.\ Individual\ or\ Joint/Group\ Filing (Check$

Applicable Line)
X Form filed by One Reporting Person
___ Form filed by More than One Reporting

Person

AUSTIN, TX 78759

(City)	(State)	(Zip) Tab	le I - Non-l	Derivative Secu	rities Acqui	red, Disposed of,	or Beneficiall	y 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 A pror Disposed of (Instr. 3, 4 and (A) or Amount (D)	(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)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	03/08/2010		M	162 (1) A	\$ 32.0833	53,590	D	
Common Stock	03/08/2010		S	162 (2) D	\$ 32.9	53,428	D	
Common Stock	03/09/2010		M	753 <u>(1)</u> A	\$ 32.0833	54,181	D	
Common Stock	03/09/2010		S	753 <u>(2)</u> D	\$ 32.9	53,428	D	

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

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SEC 1474 (9-02)

> 8. I Der Sec (Ins

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)			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)	\$ 32.0833	03/08/2010		M		162 (1)	(3)	03/22/2010	Common Stock	915
Employee Stock Option (right to buy)	\$ 32.0833	03/09/2010		M		753 (1)	(3)	03/22/2010	Common Stock	753

Reporting Owners

Reporting Owner Name / Address			Relationships		
	Director	10% Owner	Officer	Other	

RAZDAN ASH

11500 NORTH MOPAC, BLDG C AUSTIN, TX 78759

Dir Corp Dev & Ofc of Pres

Signatures

David G. Hugley as attorney-in-fact for Ash Razdan 03/10/2010

**Signature of Reporting Person Date

Reporting Owners 2

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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) Shares were exercised under Reporting Person's 10(b)5-1 Plan.
- (2) Shares were sold under Reporting Person's 10(b)5-1 Plan.
- (3) Options vested and became 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.