NATIONAL INSTRUMENTS CORP /DE/

Form 4

March 16, 2010

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

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OMB APPROVAL

response...

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

Check this box

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * KODOSKY JEFFREY L

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

NATIONAL INSTRUMENTS

(Check all applicable)

CORP /DE/ [NATI]

(Middle)

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

03/15/2010

_X__ Director 10% Owner _ Other (specify Officer (give title

C/O NATIONAL INSTRUMENTS CORP, 11500 N. MOPAC **EXPRESSWAY**

(First)

4. If Amendment, Date Original

Applicable Line)

(Street)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

Person

AUSTIN, TX 78759

(City)	(State)	(Zip) Tab	le I - Non-	Derivativ	e 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. 4. Securities Acquired (A) Transactiomr Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or			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	03/15/2010		Code V S	Amount 1,000 (1)	(D)	Price \$ 33.2846	780,330	D	
Common Stock	03/15/2010		S	1,000 (1)	D	\$ 33.2846	780,331	I	by Spouse
Common Stock	03/15/2010		S	1,000 (1)	D	\$ 33.2846	611,014	I	by Laura Kodosky trust
Common Stock	03/15/2010		S	1,000 (1)	D	\$ 33.2846	611,014	I	by Karen Kodosky

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								trust
Common Stock	03/15/2010	S	2,000 (1)	D	\$ 33.4327	778,330	D	
Common Stock	03/15/2010	S	2,000 (1)	D	\$ 33.4327	778,331	I	by Spouse
Common Stock	03/15/2010	S	2,000 (1)	D	\$ 33.4327	609,014	I	by Laura Kodosky trust
Common Stock	03/15/2010	S	2,000 (1)	D	\$ 33.4327	609,014	I	by Karen Kodosky trust
Common Stock	03/15/2010	S	2,000 (1)	D	\$ 33.2873	776,330	D	
Common Stock	03/15/2010	S	2,000 (1)	D	\$ 33.2873	776,331	I	by Spouse
Common Stock	03/15/2010	S	2,000 (1)	D	\$ 33.2873	607,014	I	by Laura Kodosky trust
Common Stock	03/15/2010	S	2,000 (1)	D	\$ 33.2873	607,014	I	by Karen Kodosky trust

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. Transact Code (Instr. 8)	5. ionNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Titl Amou Under Secur (Instr.	int of rlying	8. Price of Derivative Security (Instr. 5)
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

KODOSKY JEFFREY L

C/O NATIONAL INSTRUMENTS CORP
11500 N. MOPAC EXPRESSWAY

AUSTIN, TX 78759

Signatures

David G. Hugley as attorney-in-fact for Jeffrey L. Kodosky 03/16/2010

**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) Shares were sold under Reporting Person's 10(b)5-1 Plan.

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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