#### NATIONAL INSTRUMENTS CORP /DE/

Form 4 July 11, 2012

## FORM 4

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

**OMB APPROVAL** 

OMB 3235-0287 Number:

January 31, Expires: 2005

10% Owner

Other (specify

0.5

Estimated average burden hours per response...

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Form 5 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).

(Print or Type Responses)

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

(Middle)

(Zip)

2. Issuer Name and Ticker or Trading

NATIONAL INSTRUMENTS CORP /DE/ [NATI]

3. Date of Earliest Transaction

(Month/Day/Year) 07/09/2012

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

C/O NATIONAL INSTRUMENTS CORP, 11500 N. MOPAC

(State)

(First)

**EXPRESSWAY** 

(Last)

(Street) 4. If Amendment, Date Original

(Month/Day/Year)

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)

X\_ Director

below)

Officer (give title

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

**AUSTIN, TX 78759** 

(City)

Common

Stock

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3)

3. Transactionr Disposed of (D) Code (Instr. 8)

4. Securities Acquired (A) 5. Amount of (Instr. 3, 4 and 5)

(A)

D

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned Securities Beneficially Owned **Following** 

Reported

Transaction(s)

(Instr. 3 and 4)

Ownership Form: Direct (D) or Indirect

(Instr. 4)

D

Ι

Indirect Beneficial Ownership (Instr. 4)

by Spouse

7. Nature of

Common 07/09/2012 Stock

07/09/2012

Code V Amount (D) 4,000 S

(1)

(1)

S

4,000

Price \$ D 26.1729

26.1729

723,826

723,827

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)

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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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration D	ate	Amount of		Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ing	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8) Derivative				Securities		(Instr. 5)	Bene
	Derivative				Securities Acquired (A) or			(Instr. 3	and 4)		Own
	Security										Follo
	•										Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3, 4, and 5)						
								Λ.	mount		
									mount		
						Date	Expiration Date	Title N	r Jumber		
						Exercisable		Title Numb			
				C + V	(A) (D)						
			Code V (A) (D)					S	hares		

## **Reporting Owners**

Relationships Reporting Owner Name / Address

10% Owner Officer Other Director

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

07/11/2012

\*\*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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