

NATIONAL INSTRUMENTS CORP /DE/
Form 4
September 02, 2015

FORM 4

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

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
TRUCHARD JAMES J

(Last) (First) (Middle)

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

(Street)

AUSTIN, TX 78759-3504

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
**NATIONAL INSTRUMENTS
CORP /DE/ [NATI]**

3. Date of Earliest Transaction
(Month/Day/Year)
09/02/2015

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☒ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
President

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially 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 Acquired or Disposed of (D) (Instr. 3, 4 and 5)	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	09/02/2015		J ⁽¹⁾	300,973 D \$ 0	9,063,124	D	
Common Stock	09/02/2015		J ⁽¹⁾	300,973 A \$ 0	9,364,097	D	
Common Stock	09/02/2015		J ⁽¹⁾	300,973 D \$ 0	0	I	Held by the Trust.
Common Stock	09/02/2015		J ⁽¹⁾	300,973 A \$ 0	300,973 ⁽²⁾	I	Held by the Trust.
					3,281,250	I	

Common
Stock

Held by
Truchard
NATI
Partners,
Ltd., Dr.
Truchard is
the general
partner.

Common
Stock

300,972 I

Held by
James J.
Truchard
TTEE James
J. Truchard
Descendants
Trust II, Dr.
Truchard is
the trustee.

Common
Stock

77,243 I

Held by
Truchard
Foundation,
Dr. Truchard
is the
president.

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. Transaction Code (Instr. 8)	5. Number of Derivative 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)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TRUCHARD JAMES J C/O NATIONAL INSTRUMENTS CORP 11500 N. MOPAC EXPRESSWAY, BLDG. C AUSTIN, TX 78759-3504	X	X	President	

Signatures

David G. Hugley as attorney-in-fact for James J. Truchard

09/02/2015

__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) For estate planning purposes, on September 2, 2015 (the "Transfer Date"), Dr. James J. Truchard ("Dr. Truchard") transferred, for no consideration, 300,973 shares of the issuer's common stock to the James J. Truchard TR Truchard Descendants Trusts UA 04-JUN-93 (the "Trust"). Simultaneously on the Transfer Date, the Trust transferred, for no consideration, 300,973 shares of the issuer's common stock with a different cost basis for tax purposes to Dr. Truchard.

(2) On February 22, 2011, the common stock of National Instruments Corporation split 3-for-2, resulting in the Trust's ownership of 200,648 additional shares of common stock.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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