

NATIONAL INSTRUMENTS CORP  
 Form 4  
 April 04, 2017

**FORM 4**

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

OMB APPROVAL

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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

(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 [NATI]**

3. Date of Earliest Transaction (Month/Day/Year)  
 04/03/2017

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)

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 (A) 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) |   |   |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---|---|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |   |   |   |
|                                 |                                      |  |                                | Code V  | Amount  |  |   |   |   |
| Common Stock                    | 04/03/2017                           |  | S <sup>(1)</sup>               | 2,500   | D   | 32.17  | 9,261,416   | D |   |
|                                 |                                      |  |                                |   |   | \$   |   |   |   |
|                                 |                                      |  |                                |   |   | (2)  |   |   |   |
| Common Stock                    |                                      |  |                                |   |   |  | 380,875   | I | Held by Truchard 2010 Grandchildren's Trust, Dr. Truchard is the trustee. |
|                                 |                                      |  |                                |   |   |  | 302,144   | I |   |

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|                 |  |  |  |         |   |  |   |
|-----------------|--|--|--|---------|---|--|---|
| Common<br>Stock |  |  |  |         |   |  | Held by<br>Truchard<br>Descendant's<br>Trust, Dr.<br>Truchard is the<br>trustee.    |
| Common<br>Stock |  |  |  | 302,143 | I |  | Held by<br>Truchard<br>Descendant's<br>Trust II, Dr.<br>Truchard is the<br>trustee. |
| Common<br>Stock |  |  |  | 77,243  | I |  | Held by<br>Truchard<br>Foundation, Dr.<br>Truchard is the<br>president.             |

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

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(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Nu<br>Deriv<br>Secur<br>Bene<br>Own<br>Follo<br>Repo<br>Trans<br>(Instr |
|---|--|---|---|--------------------------------------|--|--|---|---|--|
|   |  |   |   |                                      |  | Date<br>Exercisable  | Expiration<br>Date  | Title   | Amount<br>or<br>Number<br>of<br>Shares                                     |
|   |  |   |   |                                      |  | Code   | V (A) (D)   |   |  |

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director    10% Owner    Officer    Other

TRUCHARD JAMES J  
C/O NATIONAL INSTRUMENTS CORP

X

11500 N. MOPAC EXPRESSWAY, BLDG. C  
AUSTIN, TX 78759-3504

## Signatures

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

04/04/2017

\_\_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) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 22, 2016.

(2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$32.13 to \$32.20, inclusive. The reporting person undertakes to provide to National Instruments Corporation, any security holder of National Instruments Corporation, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote to this Form 4.

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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