

VanScoter John C
Form 3
February 22, 2005

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â VanScoter John C		(Month/Day/Year)	TEXAS INSTRUMENTS INC [TXN]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
		02/15/2005		
12500 TI BOULEVARD			(Check all applicable)	
(Street)			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)	
DALLAS,Â TXÂ 75243			SR. VICE PRESIDENT	
(City)	(State)	(Zip)	6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	92,439.84 ⁽¹⁾	D	Â
Common Stock	8,511.74 ⁽²⁾	I	By Trust--CODA
Common Stock	4,907.23 ⁽³⁾	I	By Trust--PS

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security	4. Conversion or Exercise	5. Ownership Form of	6. Nature of Indirect Beneficial Ownership
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	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	(Instr. 5)
Contractual Stock Interest	Â (4)	Â (4)	Common Stock	163.9	\$ 0	D	Â
NQ Stock Option (right to buy)	Â (5)	01/15/2007	Common Stock	35,000	\$ 8.47	D	Â
NQ Stock Option (right to buy)	Â (6)	01/14/2008	Common Stock	30,000	\$ 11.56	D	Â
NQ Stock Option (right to buy)	Â (7)	06/18/2008	Common Stock	40,000	\$ 13.19	D	Â
NQ Stock Option (right to buy)	Â (8)	01/15/2013	Common Stock	60,000	\$ 16.11	D	Â
NQ Stock Option (right to buy)	Â (9)	02/20/2013	Common Stock	60,000	\$ 16.25	D	Â
NQ Stock Option (right to buy)	Â (10)	01/20/2015	Common Stock	75,000	\$ 21.55	D	Â
NQ Stock Option (right to buy)	Â (11)	01/20/2009	Common Stock	60,000	\$ 24.9	D	Â
NQ Stock Option (right to buy)	Â (12)	01/16/2012	Common Stock	50,000	\$ 26.5	D	Â
NQ Stock Option (right to buy)	Â (13)	02/21/2012	Common Stock	100	\$ 29.19	D	Â
NQ Stock Option (right to buy)	Â (14)	01/14/2014	Common Stock	80,000	\$ 32.39	D	Â
NQ Stock Option (right to buy)	Â (15)	07/31/2011	Common Stock	30,000	\$ 35.13	D	Â
NQ Stock Option (right to buy)	Â (16)	01/17/2011	Common Stock	30,000	\$ 50.38	D	Â
NQ Stock Option (right to buy)	Â (17)	01/19/2010	Common Stock	40,000	\$ 55.22	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
VanScoter John C 12500 TI BOULEVARD DALLAS, TX 75243	Â	Â	Â SR. VICE PRESIDENT	Â

Signatures

CYNTHIA H. HAYNES, ATTORNEY IN
FACT

02/18/2005

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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).
- (2) Estimated shares attributable to TI Employee Cash or Deferred Compensation Account as of 2-15-2005. (Interests in this account are denominated in units. Consequently, share amount shown is an estimate.)
- (3) Estimated shares attributable to TI Universal Profit Sharing account as of 2-15-2005. (Interests in this account are denominated in units. Consequently, share amount shown is an estimate.)
- (8) The option becomes exercisable in four equal annual installments beginning on January 15, 2004.
- (10) The option becomes exercisable in four equal annual installments beginning on January 20, 2006.
- (14) The option becomes exercisable in four equal annual installments beginning on January 14, 2005.
- (16) The option becomes exercisable in four equal annual installments beginning on January 17, 2002.
- (12) The option becomes exercisable in four equal annual installments beginning on January 16, 2003.
- (13) The option became 100% exercisable on February 21, 2003.
- (1) Includes 65,000 shares subject to terms of restricted stock units awarded under the 2000 Long-Term Incentive Plan.
- (17) The option becomes exercisable in four equal annual installments beginning on January 19, 2001.
- (9) The option becomes exercisable in three installments: 50% on the second anniversary of the option date, 25% on the third anniversary of the option date, and 25% on the fourth anniversary of the option date.
- (15) The option becomes exercisable in four equal annual installments beginning on July 31, 2002.
- (5) The option becomes exercisable in four equal annual installments beginning on January 15, 1998.
- (7) The option becomes exercisable in four equal annual installments beginning on June 18, 1999.
- (11) The option becomes exercisable in four equal annual installments beginning on January 20, 2000.
- (6) The option becomes exercisable in four equal annual installments beginning on January 14, 1999.
- (4) Estimated share interest attributable to TI Benefit Restoration and Deferred Compensation account as of 2-15-2005. [Interests in this account are denominated in units. Consequently, share interest amount shown is an estimate.] Share interest to be settled in cash upon the reporting person's termination of service from 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.