TRUCHARD JAMES J

Form 4

December 22, 2010

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB Number:

3235-0287

0.5

January 31, Expires: 2005

OMB APPROVAL

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

Check this box

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

response...

may continue. See Instruction

1(b).

obligations

(Print or Type Responses)

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

2. Issuer Name and Ticker or Trading

30(h) of the Investment Company Act of 1940

5. Relationship of Reporting Person(s) to

Issuer

Symbol

NATIONAL INSTRUMENTS CORP /DE/ [NATI]

(Check all applicable)

President

(Last)

(First)

(Middle)

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

_X__ Director X_ Officer (give title below)

X__ 10% Owner Other (specify

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

(Street)

4. If Amendment, Date Original

15.685.213 I

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

Filed(Month/Day/Year)

S

12/20/2010

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

AUSTIN, TX 78759-3504

Common 12/21/2010

Stock

(City)	(State)	(Zip) 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. Transactic Code (Instr. 8)	4. Securi on Dispo (Instr. 3,	sed of	` ′	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	12/20/2010		S	2,000 (1)	D	\$ 37.365	15,685,463	I	by The Truchard Revocable Trust	
Common Stock	12/20/2010		S	2,000 (1)	D	\$ 37.365	409,797	I	by The Truchard Descendants'	

3.250

(1)

D

37.6922

Trust

by The

Truchard

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								Revocable Trust
Common Stock	12/21/2010	S	3,250 (1)	D	\$ 37.6922	406,547	I	by The Truchard Descendants' 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)

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

 $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

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

Relationships

Reporting Owners

Reporting Owner Name / Address

Reporting Owner Funite/Futuress	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	12/22/2010				
**Signature of Reporting Person		Da	te		

Reporting Owners 2

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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.