

NATIONAL INSTRUMENTS CORP /DE/

Form 4

August 08, 2007

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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 *
KODOSKY JEFFREY L

(Last) (First) (Middle)

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

(Street)

AUSTIN, TX 78759

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol
**NATIONAL INSTRUMENTS
CORP /DE/ [NATI]**3. Date of Earliest Transaction
(Month/Day/Year)
08/06/20074. 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)
			Code	V	Amount	(A) or (D)	Price		
Common Stock	08/06/2007		S		1,000 (1)	D	\$ 32.45	1,114,390	D
Common Stock	08/06/2007		S		2,000 (1)	D	\$ 32.6	1,112,390	D
Common Stock	08/06/2007		S		1,631 (1)	D	\$ 32.95	1,110,759	D
Common Stock	08/08/2007		S		1,369 (1)	D	\$ 32.95	1,109,390	D
	08/06/2007		S			D		1,114,391	I by Spouse

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Common Stock			1,000 <u>(1)</u>	\$ 32.45				
Common Stock	08/06/2007	S	2,000 <u>(1)</u>	D \$ 32.6	1,112,391	I	by Spouse	
Common Stock	08/06/2007	S	1,631 <u>(1)</u>	D \$ 32.95	1,110,760	I	by Spouse	
Common Stock	08/08/2007	S	1,369 <u>(1)</u>	D \$ 32.95	1,109,391	I	by Spouse	
Common Stock	08/06/2007	S	100 <u>(1)</u>	D \$ 32.45	699,774	I	by Laura Kodosky trust	
Common Stock	08/06/2007	S	200 <u>(1)</u>	D \$ 32.6	699,574	I	by Laura Kodosky trust	
Common Stock	08/06/2007	S	155 <u>(1)</u>	D \$ 32.95	699,419	I	by Laura Kodosky trust	
Common Stock	08/08/2007	S	145 <u>(1)</u>	D \$ 32.95	699,274	I	by Laura Kodosky trust	
Common Stock	08/06/2007	S	100 <u>(1)</u>	D \$ 32.45	699,774	I	by Karen Kodosky trust	
Common Stock	08/06/2007	S	200 <u>(1)</u>	D \$ 32.6	699,574	I	by Karen Kodosky trust	
Common Stock	08/06/2007	S	155 <u>(1)</u>	D \$ 32.95	699,419	I	by Karen Kodosky trust	
Common Stock	08/08/2007	S	145 <u>(1)</u>	D \$ 32.95	699,274	I	by Karen Kodosky trust	

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

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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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying	8. Price of Derivative Security	9. Number of Derivative Securities
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Securities (Instr. 3 and 4)	(Instr. 5)	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

KODOSKY JEFFREY L
C/O NATIONAL INSTRUMENTS CORP
11500 N. MOPAC EXPRESSWAY
AUSTIN, TX 78759

X

Signatures

David G. Hugley as attorney-in-fact for Jeffrey L.
Kodosky

08/08/2007

__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.

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