

NATIONAL INSTRUMENTS CORP  
 Form 4  
 April 22, 2016

**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)  
**04/20/2016**

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 (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		
Common Stock	04/20/2016		J <sup>(1)</sup>	1,785,375 D	\$ 0 0	I	Held by Truchard NATI Partners, Ltd. <sup>(2)</sup>
Common Stock					9,064,097	D	
Common Stock	04/20/2016		J <sup>(3)</sup>	1,171 A	\$ 0 302,144	I	Held by Truchard Descendant's Trust, Dr. Truchard is the

Common Stock	04/20/2016	J <sup>(3)</sup>	1,171	A	\$ 0	302,143	I	trustee. Held by Truchard Descendant's Trust II, Dr. Truchard is the trustee.
Common Stock	04/20/2016	J <sup>(3)</sup>	380,875	A	\$ 0	380,875	I	Held by Truchard 2010 Grandchildren's Trust, 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.

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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 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. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 6)
						Date Exercisable	Expiration Date	Title	Amount or Number of 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  
11500 N. MOPAC EXPRESSWAY, BLDG. C X X President  
AUSTIN, TX 78759-3504

## Signatures

David G. Hugley as attorney-in-fact for James J.  
Truchard 04/22/2016

\_\_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) This transaction is a pro rata distribution by Truchard NATI Partners Ltd. to its general and limited partners for no consideration (the "Distribution").  
  
The general partners of Truchard NATI Partners Ltd. are the Truchard Descendant's Trust UA 04-JUN-93 (the "Truchard Descendant's Trust") and the Truchard Descendant's Trust II UA 04-JUN-93 (the "Truchard Descendant's Trust II"). Dr. Truchard is the trustee of each of the Truchard Descendant's Trust and the Truchard Descendant's Trust II.
- (3) The shares were acquired for no consideration in connection with the Distribution. As noted above, Dr. Truchard is the trustee of such trusts.

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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