KODOSKY JEFFREY L

Form 4

October 24, 2017

FORM 4

Check this box

if no longer

subject to

Section 16.

Form 4 or

obligations

Form 5

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

OMB APPROVAL

Number:

3235-0287

Expires:

5 Relationship of Reporting Person(s) to

January 31, 2005

0.5

Estimated average burden hours per

response...

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

2 Jaguar Nama and Tiakar or Trading

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

KODOSKY JEFFREY L			2. Issuer Name and Ticker or Trading Symbol NATIONAL INSTRUMENTS CORP [NATI]					Issuer (Check all applicable)					
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)			_X_ Director 10% Owner Officer (give title Other (specify							
	ONAL INSTRUM OO N. MOPAC VAY	MENTS	10/23/2	017				below)	below)				
(Street)				4. If Amendment, Date Original					6. Individual or Joint/Group Filing(Check				
	Filed(Month/Day/Year)					Applicable Line) _X_ Form filed by One Reporting Person							
AUSTIN, T						Form filed by More than One Reporting Person							
(City)	(State)	(Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned											
1.Title of Security (Instr. 3)	2. Transaction Dat (Month/Day/Year)	Transaction Date 2A. Deemed Month/Day/Year) Execution Date, if any (Month/Day/Year)		3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)				5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
				Code V	' Amount	or	Price	Transaction(s) (Instr. 3 and 4)					
Common Stock	10/23/2017			S(1)	500	D	\$ 43.99 (2)	377,771	D				
Common Stock	10/23/2017			S <u>(1)</u>	500	D	\$ 43.99 (2)	377,773	I	by Spouse			
Common Stock	10/23/2017			S <u>(1)</u>	500	D	\$ 43.99 (2)	473,300	I	by Laura Kodosky trust			

Edgar Filing: KODOSKY JEFFREY L - Form 4

Common Stock			\$						
	10/23/2017	S <u>(1)</u>	500	D	43.99 473	,300 I	Kodosky		
					(2)		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

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. Transac Code (Instr. 8	5. etionNumber of S) Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Expiration D (Month/Day/ re	6. Date Exercisable and Expiration Date (Month/Day/Year)		e and nt of lying ties 3 and 4)	8. Price of Derivative Security (Instr. 5)
				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

10/24/2017

**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 16, 2016.

(2)

Reporting Owners 2

Edgar Filing: KODOSKY JEFFREY L - Form 4

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$43.85 to \$44.05, 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. 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.