#### KODOSKY JEFFREY L

Form 4

January 18, 2018

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average

**OMB APPROVAL** 

response...

burden hours per

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

may continue.

See Instruction

Check this box

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

1(b).

Common

Stock

01/16/2018

Responses)												
1. Name and Address of Reporting Person * KODOSKY JEFFREY L			2. Issuer Name and Ticker or Trading Symbol NATIONAL INSTRUMENTS CORP [NATI]						5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)			
(Last) (First) (Middle)  C/O NATIONAL INSTRUMENTS CORP, 11500 N. MOPAC EXPRESSWAY				3. Date of Earliest Transaction (Month/Day/Year) 01/16/2018					Officer (give title Other (specify			
(Street) AUSTIN, TX 78759				4. If Amendment, Date Original Filed(Month/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting PersonForm filed by More than One Reporting			
(State)	(Zip)	T-1.1	. T. NI.	D	• <b>-</b>	C	•4• 4		e De	l. 01		
				n-D			-	, •		·		
2. Transaction Date (Month/Day/Year)	Execution any	Date, if	Transa Code (Instr.	8)	on(A) or Disposed of (D) (Instr. 3, 4 and 5)  (A) or			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)		
01/16/2018			S <u>(1)</u>		300	D	\$ 44.77 (2)	372,571	D			
01/16/2018			S(1)		300	D	\$ 44.77 (2)	372,573	I	by Spouse		
							\$			by Laura		
	(First) (NONAL INSTRUM OO N. MOPAC WAY (Street)  2. Transaction Date (Month/Day/Year)	Address of Reporting Person * Z JEFFREY L  (First) (Middle)  DNAL INSTRUMENTS 00 N. MOPAC WAY (Street)  (State) (Zip)  2. Transaction Date (Month/Day/Year) Execution any (Month/D	Address of Reporting Person 2  Z Issuer Symbol NATIO: CORP [  (First) (Middle) 3. Date of (Month/D)  DNAL INSTRUMENTS 01/16/20  ON. MOPAC  VAY  (Street) 4. If Americal Filed (Month/D)  2. Transaction Date 2A. Deemed (Month/Day/Year)  Execution Date, if any (Month/Day/Year)  O1/16/2018	Address of Reporting Person 2  Z JEFFREY L  Symbol NATIONAL I CORP [NATI]  (First) (Middle) 3. Date of Earlies (Month/Day/Year)  ONAL INSTRUMENTS ONAL INSTRUME	Address of Reporting Person 2  Z. Issuer Name and Symbol NATIONAL INS CORP [NATI]  (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year)  ONAL INSTRUMENTS 01/16/2018  City 4. If Amendment, Day Filed (Month/Day/Year)  Table I - Non-D  2. Transaction Date 2A. Deemed 3. (Month/Day/Year)  Execution Date, if Transaction Code (Month/Day/Year) (Instr. 8)  Code V  O1/16/2018  S(1)	Address of Reporting Person 2  Z. Issuer Name and Ticker or Symbol NATIONAL INSTRUME CORP [NATI]  (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year)  ONAL INSTRUMENTS ONAL INSTRU	Symbol NATIONAL INSTRUMENTS CORP [NATI]  (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year)  ONAL INSTRUMENTS O0 N. MOPAC  WAY  (Street) 4. If Amendment, Date Original Filed(Month/Day/Year)  EX 78759  (State) (Zip) Table I - Non-Derivative Secur  2. Transaction Date 2A. Deemed 3. 4. Securities Ac (Month/Day/Year) Execution Date, if Transaction(A) or Dispose any Code (Instr. 3, 4 and (Month/Day/Year) (Instr. 8)  (A) or Code V Amount (D)  01/16/2018  S(1) 300 D	Address of Reporting Person 2  JEFFREY L  Symbol  NATIONAL INSTRUMENTS  CORP [NATI]  (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year)  ONAL INSTRUMENTS  OO N. MOPAC  WAY  (Street)  4. If Amendment, Date Original Filed(Month/Day/Year)  EX 78759  (State)  (Zip)  Table I - Non-Derivative Securities Acquired (Month/Day/Year)  EX Code (Instr. 3, 4 and 5)  (Month/Day/Year)  (A)  or  Code V Amount (D)  Price  \$ 01/16/2018  S_{(1)}  300  D 44.77 (2)  \$ 01/16/2018  S_{(1)}  300  D 44.77 (2)  \$ 01/16/2018	Address of Reporting Person 2 Symbol NATIONAL INSTRUMENTS CORP [NATI]  (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) OI/16/2018  ONAL INSTRUMENTS OO N. MOPAC WAY  (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) Applicable Line) X. Form filed by M. Person  2. Transaction Date (Month/Day/Year) Table I - Non-Derivative Securities Acquired (Month/Day/Year) Securities Acquired (Month/Day/Year) Securities Acquired (Month/Day/Year) Securities Acquired (Month/Day/Year) (Instr. 8)  Olivide V Amount (D) Price Scurities Acquired Transaction(S) (Instr. 3 and 4)  Olivide V Amount (D) Price Scurities Acquired Transaction(S) (Instr. 3 and 4)  Olivide V Amount (D) Price Scurities Acquired Transaction(S) (Instr. 3 and 4)	Address of Reporting Person * 2. Issuer Name and Ticker or Trading Symbol NATIONAL INSTRUMENTS CORP [NATI]  (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) OI/16/2018  ONAL INSTRUMENTS O1/16/2018  ONAL INSTRUMENTS O1/16/2018  ONAL INSTRUMENTS O1/16/2018  ONAL INSTRUMENTS O1/16/2018  4. If Amendment, Date Original Filed(Month/Day/Year) Applicable Line) X. Form filed by More than One Reporting Person  Filed (Month/Day/Year) Applicable Line) X. Form filed by More than One Reperson  (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficial Person  (Month/Day/Year) (Instr. 3, 4 and 5) Beneficially Form: Direct Owned (D) or Following Indirect (I) Reported Transaction(s) (Instr. 3 and 4)  (A) Or Following Indirect (I) Reported Transaction(s) (Instr. 3 and 4)  (Instr. 3 and 4)  O1/16/2018  S_{(1)} 300 D 44.77 372,571 D (2)  \$ 01/16/2018  S_{(1)} 300 D 44.77 372,573 I (2)		

 $S^{(1)}$ 

500

44.77 467,300

(2)

I

Kodosky

trust

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Common Stock  $S_{\underline{(1)}}$  500 D 44.77 467,300 I Kodosky 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. Transactic Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Title Amou Under Securi (Instr.	nt of lying	8. Price of Derivative Security (Instr. 5)	1 1 () 1 ()
				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

01/18/2018

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

Date

# **Explanation of Responses:**

\*\*Signature of Reporting Person

- \* 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 2, 2017.

**(2)** 

Reporting Owners 2

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The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$44.55 to \$44.9030, 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.