KODOSKY JEFFREY L

Form 4 May 22, 2018

FORM 4

OMB APPROVAL

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

OMB Number:

3235-0287

0.5

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005 Estimated average

Form 4 or Form 5 obligations

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

burden hours per response...

may continue. *See* Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and A	2. Issuer Name and Ticker or Trading Symbol NATIONAL INSTRUMENTS CORP [NATI]					5. Relationship of Reporting Person(s) to Issuer (Check all applicable)						
(M				3. Date of Earliest Transaction (Month/Day/Year) 05/21/2018				X Director 10% Owner Officer (give title below) Other (specify below)				
AUSTIN, T					endment, Date Original onth/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Tabl	e I - Non-I) Perivative	Secui	rities Aca	uired, Disposed o	of, or Beneficia	llv Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year) 2A. Deemed Execution Dat any (Month/Day/Y			ed 3. 4. Securities Acquired Date, if Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) ay/Year) (Instr. 8) (A) or				5. Amount of Securities Ownership Indirect Beneficially Form: Direct Beneficial Owned (D) or Ownershi Following Indirect (I) (Instr. 4) Transaction(s) (Instr. 3 and 4)				
Common Stock	05/21/2018			S(1)	Amount 300	(D)	Price \$ 41.41 (2)	369,345	D			
Common Stock	05/21/2018			S <u>(1)</u>	300	D	\$ 41.41 (2)	367,173	I	by Spouse		
Common Stock	05/21/2018			S <u>(1)</u>	500	D	\$ 41.41	458,300	I	by Laura Kodosky		

(2)

trust

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Common Stock $S_{\underline{(1)}}$ 500 D 41.41 458,300 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. Transaction Code (Instr. 8)	5. orNumber of Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			7. Title and Amount of Underlying Securities (Instr. 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



Signatures

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

05/22/2018

**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 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 \$41.35 to \$41.60, 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.