KODOSKY JEFFREY L

Form 4 June 20, 2018

FORM 4

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

OMB

Check this box if no longer subject to

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

3235-0287 Number: January 31, Expires:

2005

OMB APPROVAL

Section 16. Form 4 or Form 5

SECURITIES

Estimated average burden hours per 0.5 response...

obligations may continue. See Instruction

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

06/18/2018

| (Print or Type F | Responses) | | | | | | | | | | | | |
|--------------------------------------|------------------------------------|--|----------------------|--------------|-----|--|--|--------------|---|--|---|--|--|
| KODOSKY JEFFREY L Sym NA | | | | | INS | Ticker or | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | | |
| (Last) | (First) (Middle) 3. Date of | | | | | ansaction | | | X Director 10% Owner Officer (give title Other (specify | | | | |
| | ONAL INSTRU OO N. MOPAC VAY | | (Month/D 06/18/20 | • | r) | | | | below) | below) | `` | | |
| | (Street) 4. If Amen Filed(Mont | | | | | _ | 1 | | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person | | | | |
| AUSTIN, T | | | | | | | Form filed by More than One Reporting Person | | | | | | |
| (City) | (State) | (Zip) | Tabl | e I - No | n-D | erivative | Secur | ities Acq | uired, Disposed o | f, or Beneficial | ly Owned | | |
| 1.Title of Security (Instr. 3) | 2. Transaction D (Month/Day/Yea | ransaction Date 2A. Deemed nth/Day/Year) Execution Date, if any (Month/Day/Year) | | | | 4. Securi on(A) or Di (Instr. 3, | spose | d of (D) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | | |
| | | | | Code | V | Amount | (D) | Price \$ | (Instr. 3 and 4) | | | | |
| Common Stock | 06/18/2018 | | | S(1) | | 300 | D | 43.94 (2) | 368,145 | D | | | |
| Common Stock | 06/18/2018 | | | S <u>(1)</u> | | 300 | D | \$ 43.94 (2) | 365,973 | I | by Spouse | | |
| Common | | | | (4) | | | | \$ | | | by Laura | | |

 $S^{(1)}$

500

43.94 456,300

(2)

I

Kodosky

trust

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| Common Stock | | | \$ | | | | | | |
|-----------------|------------|--------------|-----|---|---------------|---|---------|--|--|
| | 06/18/2018 | S <u>(1)</u> | 500 | D | 43.94 456,300 | I | Kodosky | | |
| Stock | | | | | (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. Transa Code (Instr. | | 5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | ate | Amou Under Secur | rlying | 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 06/20/2018

**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 \$43.76 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.