

Starkloff Eric Howard  
 Form 4  
 May 03, 2013

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
 Starkloff Eric Howard

2. Issuer Name and Ticker or Trading Symbol  
 NATIONAL INSTRUMENTS  
 CORP /DE/ [NATI]

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)  
 \_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
 Senior Vice President

(Last) (First) (Middle)  
 C/O NATIONAL INSTRUMENTS  
 CORPORATION, 11500 NORTH  
 MOPAC

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 05/01/2013

(Street)  
 AUSTIN, TX 78759

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 \_\_\_ 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 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 Ownership (Instr. 4)
			Code	V	Amount	Price			
Common Stock	05/01/2013		M	V	104	A \$ 23.2305	492	D	
Common Stock	05/01/2013		M		6,260	A 11	6,752	D	
Common Stock	05/01/2013		F		1,768	D \$ 26.9586	4,984	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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**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. Amount or Number of Shares
Restricted Stock Units	(1)	05/01/2013		M	1,220	(2) 05/01/2020	Common Stock	1,220
Restricted Stock Units	(1)	05/01/2013		M	869	(2) 05/01/2021	Common Stock	1,639
Restricted Stock Units	(1)	05/01/2013		M	869	(2) 05/01/2022	Common Stock	2,602
Restricted Stock Units	(1)	05/01/2013		M	869	(2) 05/01/2023	Common Stock	3,562
Restricted Stock Units	(1)	05/01/2013		M	695	(2) 05/01/2023	Common Stock	3,575
Restricted Stock Units	(1)	05/01/2013		M	869	(2) 05/01/2026	Common Stock	6,470
Restricted Stock Units	(1)	05/01/2013		M	869	(2) 05/01/2027	Common Stock	7,500

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
			Senior Vice President	

Starkloff Eric Howard  
C/O NATIONAL INSTRUMENTS CORPORATION  
11500 NORTH MOPAC  
AUSTIN, TX 78759

## Signatures

David G. Hugley as attorney-in-fact for Eric H.  
Starkloff

05/03/2013

\_\_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) Each restricted stock unit represents a contingent right to receive one share of the Issuer's common stock.
  - (2) The restricted stock units vest and become exercisable based on time and performance milestones set by the Issuer.

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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