

NATIONAL INSTRUMENTS CORP /DE/  
Form 4

September 24, 2008

**FORM 4**

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

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

**OMB APPROVAL**

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**KODOSKY JEFFREY L**

(Last) (First) (Middle)

**C/O NATIONAL INSTRUMENTS  
CORP, 11500 N. MOPAC  
EXPRESSWAY**

(Street)

**AUSTIN, TX 78759**

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
**09/22/2008**

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner  
☐ Officer (give title below) ☐ Other (specify below)

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ Form filed by One Reporting Person  
☐ Form filed by More than One Reporting  
Person

**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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D)	Price	
Common Stock	09/22/2008		S		3,000 (1)	D \$ 33.4067	898,390 D
Common Stock	09/22/2008		S		2,000 (1)	D \$ 32.4038	896,390 D
Common Stock	09/22/2008		S		1,000 (1)	D \$ 33.0008	895,390 D
Common Stock	09/22/2008		S		3,000 (1)	D \$ 33.4067	898,391 I by Spouse
	09/22/2008		S			D	896,391 I by Spouse

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Common Stock			<u>2,000</u> <sup>(1)</sup>		\$ 32.4038				
Common Stock	09/22/2008	S	<u>1,000</u> <sup>(1)</sup>	D	\$ 33.0008	895,391	I		by Spouse
Common Stock	09/22/2008	S	300 <u>(1)</u>	D	\$ 33.4067	678,174	I		by Laura Kodosky trust
Common Stock	09/22/2008	S	200 <u>(1)</u>	D	\$ 32.4038	677,974	I		by Laura Kodosky trust
Common Stock	09/22/2008	S	100 <u>(1)</u>	D	\$ 33.0008	677,874	I		by Laura Kodosky trust
Common Stock	09/22/2008	S	300 <u>(1)</u>	D	\$ 33.4067	678,174	I		by Karen Kodosky trust
Common Stock	09/22/2008	S	200 <u>(1)</u>	D	\$ 32.4038	677,974	I		by Karen Kodosky trust
Common Stock	09/22/2008	S	100 <u>(1)</u>	D	\$ 33.0008	677,874	I		by Karen 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)

**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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficial Owned Following Reported Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title 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

09/24/2008

\_\_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) Shares were sold under Reporting Person's 10(b)5-1 Plan.

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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