NATIONAL INSTRUMENTS CORP /DE/

Form 4

August 08, 2007

FORM 4

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

OMB Number: 3235-0287

Estimated average

burden hours per

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005

0.5

OMB APPROVAL

Section 16. Form 4 or Form 5 obligations may continue.

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

response...

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person ** KODOSKY JEFFREY L			2. Issuer Name and Ticker or Trading Symbol NATIONAL INSTRUMENTS CORP /DE/ [NATI]					5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
	ONAL INSTRUM 00 N. MOPAC	Middle) IENTS	3. Date of Earliest Transaction (Month/Day/Year) 08/06/2007					X Director 10% Owner Officer (give title below) Other (specify below)				
	(Street)		4. If Amendment, Date Original Filed(Month/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				
AUSTIN, T	X 78759							Person	Tore than one re	porting		
(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned								lly Owned				
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Executio any	med 3. 4. Securities Acqui on Date, if Transaction(A) or Disposed of Code (Instr. 3, 4 and 5) Day/Year) (Instr. 8)		d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	7. Nature of Indirect Beneficial Ownership (Instr. 4)					
				Code V	Amount	or (D)	Price	(Instr. 3 and 4)				
Common Stock	08/06/2007			S	1,000 (1)	D	\$ 32.45	1,114,390	D			
Common Stock	08/06/2007			S	2,000 (1)	D	\$ 32.6	1,112,390	D			
Common Stock	08/06/2007			S	1,631 (1)	D	\$ 32.95	1,110,759	D			
Common Stock	08/08/2007			S	1,369 (1)	D	\$ 32.95	1,109,390	D			
	08/06/2007			S		D		1,114,391	I	by Spouse		

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Common Stock			1,000 (1)		\$ 32.45			
Common Stock	08/06/2007	S	2,000 (1)	D	\$ 32.6	1,112,391	I	by Spouse
Common Stock	08/06/2007	S	1,631 (1)	D	\$ 32.95	1,110,760	I	by Spouse
Common Stock	08/08/2007	S	1,369 (1)	D	\$ 32.95	1,109,391	I	by Spouse
Common Stock	08/06/2007	S	100 (1)	D	\$ 32.45	699,774	I	by Laura Kodosky trust
Common Stock	08/06/2007	S	200 (1)	D	\$ 32.6	699,574	I	by Laura Kodosky trust
Common Stock	08/06/2007	S	155 <u>(1)</u>	D	\$ 32.95	699,419	I	by Laura Kodosky trust
Common Stock	08/08/2007	S	145 (1)	D	\$ 32.95	699,274	I	by Laura Kodosky trust
Common Stock	08/06/2007	S	100 (1)	D	\$ 32.45	699,774	I	by Karen Kodosky trust
Common Stock	08/06/2007	S	200 (1)	D	\$ 32.6	699,574	I	by Karen Kodosky trust
Common Stock	08/06/2007	S	155 (1)	D	\$ 32.95	699,419	I	by Karen Kodosky trust
Common Stock	08/08/2007	S	145 (1)	D	\$ 32.95	699,274	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.

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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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exercisable and	7. Title and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration Date	Amount of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/Year)	Underlying	Security	Secu

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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr.	8)	Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3,			Secur (Instr	ities . 3 and 4)	(Instr. 5)	
			Code	V	4, an (A)	ĺ	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address	Relationships							
topotting of their tunio, theatess	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

**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. 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.

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