

RAZDAN ASH  
Form 4  
May 03, 2010

**FORM 4**

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

OMB APPROVAL

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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 \*  
RAZDAN ASH

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

5. Relationship of Reporting Person(s) to Issuer  
  
(Check all applicable)

(Last) (First) (Middle)  
11500 NORTH MOPAC, BLDG C  
  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
05/01/2010

\_\_\_\_ Director  
\_\_\_\_ Officer (give title below)  10% Owner  
\_\_\_\_ Other (specify below)  
Dir Corp Dev & Ofc of Pres

AUSTIN, TX 78759

(City) (State) (Zip)

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

**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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D) Price  |   |  |                                   |
| Common Stock                    | 05/01/2010                           |  | M                              | 1,650 A   | 51,221  | D  |                                   |

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

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SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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|   |   |   |   |   |  |  |   |                            |
|---|---|---|---|---|--|--|---|----------------------------|
| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | 8. F<br>Der<br>Sec<br>(Ins |
|---|---|---|---|---|--|--|---|----------------------------|

|                              |     |            |  |      |   | Date<br>Exercisable | Expiration<br>Date | Title      | Amount<br>or<br>Number<br>of<br>Shares |       |
|------------------------------|-----|------------|--|------|---|---------------------|--------------------|------------|--|-------|
|                              | (1) |            |  | Code | V | (A)                 | (D)                |            |  |       |
| Restricted<br>Stock<br>Units | (1) | 05/01/2010 |  | M    |   | 400                 | (2)                | 05/01/2020 | Common<br>Stock                        | 2,023 |
| Restricted<br>Stock<br>Units | (1) | 05/01/2010 |  | M    |   | 400                 | (2)                | 05/01/2021 | Common<br>Stock                        | 2,491 |
| Restricted<br>Stock<br>Units | (1) | 05/01/2010 |  | M    |   | 300                 | (2)                | 05/01/2022 | Common<br>Stock                        | 2,253 |
| Restricted<br>Stock<br>Units | (1) | 05/01/2010 |  | M    |   | 300                 | (2)                | 05/01/2023 | Common<br>Stock                        | 2,637 |
| Restricted<br>Stock<br>Units | (1) | 05/01/2010 |  | M    |   | 250                 | (2)                | 05/01/2023 | Common<br>Stock                        | 2,500 |

## Reporting Owners

| Reporting Owner Name / Address                              | Relationships                             |
|---|---|
|   | Director    10% Owner    Officer    Other |
| RAZDAN ASH<br>11500 NORTH MOPAC, BLDG C<br>AUSTIN, TX 78759 | Dir Corp Dev & Ofc of Pres                |

## Signatures

|  |            |
|--|------------|
| David G. Hugley as attorney-in-fact for Ash Razdan | 05/03/2010 |
| **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.

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(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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