

Porterfield Robert
Form 4
May 03, 2010

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Porterfield Robert

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)
C/O NATIONAL INSTRUMENTS
CORP, 11500 N. MOPAC EXPWY
(Street)

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

____ Director ____ 10% Owner
X Officer (give title below) ____ Other (specify below)
Vice President

AUSTIN, TX 78759

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
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. 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	05/01/2010		M		2,100	A	<u>11</u>	47,387	I	by Spouse
Common Stock	05/01/2010		M		2,900	A	<u>11</u>	50,287	D	

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

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information contained in this form are not
required to respond unless the form
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SEC 1474
(9-02)

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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. D S (1)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	<u>(1)</u>	05/01/2010		M	400	<u>(2)</u> 05/01/2020	Common Stock	2,023
Restricted Stock Units	<u>(1)</u>	05/01/2010		M	300	<u>(2)</u> 05/01/2021	Common Stock	1,868
Restricted Stock Units	<u>(1)</u>	05/01/2010		M	500	<u>(2)</u> 05/01/2022	Common Stock	3,756
Restricted Stock Units	<u>(1)</u>	05/01/2010		M	500	<u>(2)</u> 05/01/2023	Common Stock	4,396
Restricted Stock Units	<u>(1)</u>	05/01/2010		M	400	<u>(2)</u> 05/01/2024	Common Stock	4,000
Restricted Stock Units	<u>(1)</u>	05/01/2010		M	1,000	<u>(2)</u> 05/01/2020	Common Stock	5,058
Restricted Stock Units	<u>(1)</u>	05/01/2010		M	500	<u>(2)</u> 05/01/2021	Common Stock	3,114
Restricted Stock Units	<u>(1)</u>	05/01/2010		M	500	<u>(2)</u> 05/01/2022	Common Stock	3,756
Restricted Stock Units	<u>(1)</u>	05/01/2010		M	500	<u>(2)</u> 05/01/2023	Common Stock	4,396
Restricted Stock Units	<u>(1)</u>	05/01/2010		M	400	<u>(2)</u> 05/01/2024	Common Stock	4,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Porterfield Robert C/O NATIONAL INSTRUMENTS CORP 11500 N. MOPAC EXPWY AUSTIN, TX 78759			Vice President	

Signatures

David G. Hugley as attorney-in-fact for Robert R. Porterfield	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.
- (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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