

NATIONAL INSTRUMENTS CORP /DE/  
 Form 4  
 March 30, 2006

**FORM 4**

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

OMB APPROVAL

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

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 \*  
**TRUCHARD JAMES J**

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)

3. Date of Earliest Transaction (Month/Day/Year)  
**03/28/2006**

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**President**

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

(Street)

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

**AUSTIN, TX 78759-3504**

(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	03/28/2006		S	1,703 (1) D \$ 32.5	16,690,338	D	
Common Stock	03/29/2006		S	19,297 (1) D \$ 32.7619	16,671,041	D	
Common Stock	03/28/2006		S	1,704 (1) D \$ 32.5	1,414,671	I	by The Truchard Descendants' Trust
Common Stock	03/29/2006		S	19,296 D \$	1,395,375	I	by The



Edgar Filing: NATIONAL INSTRUMENTS CORP /DE/ - Form 4

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.