

NATIONAL INSTRUMENTS CORP /DE/
 Form 4
 June 10, 2008

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 *
TRUCHARD JAMES J

(Last) (First) (Middle)

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

(Street)

AUSTIN, TX 78759-3504

(City) (State) (Zip)

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

3. Date of Earliest Transaction
 (Month/Day/Year)
06/09/2008

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)
 President

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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	06/09/2008		S	5,250 (1) D \$ 31.3056	859,875	I	by The Truchard Descendants' Trust
Common Stock	06/09/2008		S	5,250 (1) D \$ 31.3056	16,135,541	I	by The Truchard Revocable Trust

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

