

Starkloff Eric Howard
 Form 4
 May 03, 2018

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 *
 Starkloff Eric Howard

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

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 ___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 Executive Vice President

(Last) (First) (Middle)
 C/O NATIONAL INSTRUMENTS CORPORATION, 11500 NORTH MOPAC

3. Date of Earliest Transaction (Month/Day/Year)
 05/01/2018

(Street)
 AUSTIN, TX 78759

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

(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) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|--------|---|--|
| | | | | (A) or (D) | Price | | | | | |
| | | | | Code | V | Amount | | | | |
| Common Stock | 05/01/2018 | | M | V | 265 ⁽¹⁾ | A | \$ 34.7565 | 32,599 | D | |
| Common Stock | 05/01/2018 | | M | | 16,592 | A | <u>(2)</u> | 49,191 | D | |
| Common Stock | 05/01/2018 | | F | | 4,129 | D | \$ 40.0676 | 45,062 | D | |

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

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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Restricted Stock Units | (2) | 05/01/2018 | | M | 391 | (3) 05/01/2024 | Common Stock | 391 |
| Restricted Stock Units | (2) | 05/01/2018 | | M | 830 | (3) 05/01/2026 | Common Stock | 830 |
| Restricted Stock Units | (2) | 05/01/2018 | | M | 830 | (3) 05/01/2027 | Common Stock | 830 |
| Restricted Stock Units | (2) | 05/01/2018 | | M | 830 | (3) 05/01/2028 | Common Stock | 830 |
| Restricted Stock Units | (2) | 05/01/2018 | | M | 1,660 | (3) 05/01/2029 | Common Stock | 1,660 |
| Restricted Stock Units | (2) | 05/01/2018 | | M | 2,767 | (3) 05/01/2030 | Common Stock | 2,767 |
| Restricted Stock Units | (2) | 05/01/2018 | | M | 3,034 | (3) 05/01/2031 | Common Stock | 3,034 |
| Restricted Stock Units | (2) | 05/01/2018 | | M | 6,250 | (4) 05/01/2032 | Common Stock | 6,250 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Starkloff Eric Howard C/O NATIONAL INSTRUMENTS CORPORATION 11500 NORTH MOPAC AUSTIN, TX 78759 | | | Executive Vice President | |

Signatures

| | |
|--|---------------------|
| David G. Hugley as attorney-in-fact for Eric H. Starkloff | 05/03/2018 |
| <small>**Signature of Reporting Person</small> | <small>Date</small> |

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) Acquisition of stock under Issuer's employee stock purchase plan.
 - (2) Each restricted stock unit represents a contingent right to receive one share of the Issuer's common stock.
 - (3) The restricted stock units vest and become exercisable based on time and performance milestones set by the Issuer.
 - (4) The restricted stock units vest in four equal annual installments on the anniversary of the vesting commencement date of May 1, 2017.

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.