

DEHNE TIMOTHY R  
Form 4  
December 01, 2005

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
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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 \*  
DEHNE TIMOTHY R

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

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

(Last) (First) (Middle)  
C/O NATIONAL INSTRUMENTS, 11500 MOPAC BLDG B  
  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
11/30/2005

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		
				Code V	Amount		
Common Stock	11/30/2005		S	1,787 D	\$ 25.5	59,615	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 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. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DEHNE TIMOTHY R C/O NATIONAL INSTRUMENTS 11500 MOPAC BLDG B AUSTIN, TX 78759			Senior Vice President	

## Signatures

David G. Hugley as attorney-in-fact for Timothy R. Dehne  
 12/01/2005

\*\*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).

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. nto exercisable for or exchangeable for Shares, by the Reporting Persons. (d) No persons other than the Reporting Persons are known to have the right to receive, or the power to direct the receipt of dividends from, or proceeds from the sale of the Shares owned by them. (e) Not applicable. ITEM 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE COMPANY. Item 6 of the Schedule 13D is hereby amended to include the following: On February 13, 2009, DIV Holding entered into the Plan described in Item 4 above. The Reporting Persons have entered into a Joint Filing Agreement, dated as of February 23, 2009, attached as Exhibit 1 hereto, as required by Rule 13d-1(k) under the Exchange Act. ITEM 7. MATERIAL TO BE FILED AS EXHIBITS. Item 7 of the Schedule 13D is hereby amended to include the following: Exhibit 1 Joint Filing Agreement, dated February 23, 2009, as required by Rule 13d-1(j) under the Exchange Act. ----- CUSIP NO. 26817C 101 Page 7 of 8 Pages ----- SIGNATURES After reasonable inquiry and to the best of its knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct. Dated: February 23, 2009 /s/ Robert B. McKeon ----- ROBERT B. MCKEON DIV HOLDING LLC By: The Veritas Capital Fund II, L.P., its manager By: /s/ Robert B. McKeon ----- ----- CUSIP NO. 26817C 101 Page 8 of 8 Pages ----- EXHIBIT 1 JOINT

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FILING AGREEMENT The undersigned acknowledge and agree that the foregoing statement on Amendment No. 1 is filed on behalf of each of the undersigned and that all subsequent amendments to this statement on Schedule 13D shall be filed on behalf of each of the undersigned without the necessity of filing additional joint filing agreements.

Dated: February 23, 2009 /s/ Robert B. McKeon ----- ROBERT B. MCKEON DIV HOLDING LLC

By: The Veritas Capital Fund II, L.P., its manager By: /s/ Robert B. McKeon -----