

Edgar Filing: FINGER MARK - Form 4

FINGER MARK

Form 4

May 05, 2009

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
FINGER MARK

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 BLDG B**

3. Date of Earliest Transaction
(Month/Day/Year)
04/25/2008

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

(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 Ownership Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price	
Common Stock	02/02/2009		M	V	309 ⁽¹⁾	A	\$ 18.2495	22,249 D
Common Stock	05/01/2009		M		3,021	A	<u>2</u>	25,270 D
Common Stock	05/01/2009		M	V	294 ⁽¹⁾	A	\$ 18.2495	25,564 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)

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displays a currently valid OMB control number.

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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(2)	04/25/2008		A		5,000 (3)		(4)	05/01/2023	Common Stock	5,000
Restricted Stock Units	(2)	04/22/2009		A		4,000		(4)	05/01/2024	Common Stock	4,000
Restricted Stock Units	(2)	05/01/2009		M			1,209	(4)	05/01/2020	Common Stock	6,267
Restricted Stock Units	(2)	05/01/2009		M			604	(4)	05/01/2021	Common Stock	3,718
Restricted Stock Units	(2)	05/01/2009		M			604	(4)	05/01/2022	Common Stock	4,360
Restricted Stock Units	(2)	05/01/2009		M			604	(4)	05/01/2023	Common Stock	5,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
FINGER MARK C/O NATIONAL INSTRUMENTS CORP 11500 N. MOPAC BLDG B AUSTIN, TX 78759	Vice President

Signatures

David G. Hugley as attorney-in-fact for Mark
Finger

05/05/2009

__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) 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 unit award was inadvertently not filed after it was granted on April 25, 2008.
- (4) 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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