

NATIONAL INSTRUMENTS CORP /DE/
 Form 4/A
 December 29, 2011

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 *
KODOSKY JEFFREY L

(Last) (First) (Middle)

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

(Street)

AUSTIN, TX 78759

(City) (State) (Zip)

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

3. Date of Earliest Transaction
 (Month/Day/Year)
11/22/2010

4. If Amendment, Date Original Filed(Month/Day/Year)
11/24/2010

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 (1) (2) (A) or (D) Price (3)		
Common Stock	11/22/2010		S		2,000 (1) (2) \$ 34.2603 (3)	D	
Common Stock	11/22/2010		S		2,000 (1) (2) \$ 34.2603 (3)	I	by Spouse
Common Stock	11/22/2010		S		2,000 (1) (2) \$ 34.2603 (3)	I	by Laura Kodosky trust

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- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$34.2407 to \$34.2701, inclusive. The reporting person undertakes to provide to National Instruments Corporation, any security holder of National Instruments Corporation or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.
- (3)
- (4) The additional 1,000 shares reported on November 24, 2010 have been included in all Form 4s to date.

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.