

DANIELS R GARY
Form 4/A
February 10, 2006

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 *
DANIELS R GARY

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)

3. Date of Earliest Transaction
(Month/Day/Year)
02/01/2006

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

C/O NATIONAL INSTRUMENTS, 11500 MOPAC BLDG B

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)
02/02/2006

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

AUSTIN, TX 78759

(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 (Instr. 4)
				(A) or (D)	Price		
			Code	V	Amount		
Common Stock	02/01/2006		S		7,109 <u>(1)</u>	D	\$ 32.56 12,110 D
Common Stock	02/01/2006		S		300 <u>(1)</u>	D	\$ 32.6 11,810 D
Common Stock	02/01/2006		S		100 <u>(1)</u>	D	\$ 32.66 11,710 D
Common Stock	02/01/2006		S		500 <u>(1)</u>	D	\$ 32.67 11,210 D
	02/01/2006		S		591 <u>(1)</u>	D	10,619 D

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Common Stock					\$ 32.72		
Common Stock	02/01/2006	S	400 <u>(1)</u>	D	\$ 32.65	10,219	D
Common Stock	02/01/2006	S	200 <u>(1)</u>	D	\$ 32.66	10,019	D
Common Stock	02/01/2006	S	200 <u>(1)</u>	D	\$ 32.71	9,819	D
Common Stock	02/01/2006	S	200 <u>(1)</u>	D	\$ 32.7	9,619	D
Common Stock	02/01/2006	S	100 <u>(1)</u>	D	\$ 32.68	9,519	D
Common Stock	02/01/2006	S	100 <u>(1)</u>	D	\$ 32.72	9,419	D
Common Stock	02/01/2006	S	100 <u>(1)</u>	D	\$ 32.74	9,319	D
Common Stock	02/01/2006	S	100 <u>(1)</u>	D	\$ 32.85	9,219	D
Common Stock	02/01/2006	S	3,000 <u>(1)</u>	D	\$ 32.74	6,219	D
Common Stock	02/01/2006	S	400 <u>(1)</u>	D	\$ 32.77	5,819	D
Common Stock	02/01/2006	S	400 <u>(1)</u>	D	\$ 32.75	5,419	D
Common Stock	02/01/2006	S	300 <u>(1)</u>	D	\$ 32.76	5,119	D
Common Stock	02/01/2006	S	100 <u>(1)</u>	D	\$ 32.81	5,019	D
Common Stock	02/01/2006	S	300 <u>(1)</u>	D	\$ 32.78	4,719	D
Common Stock	02/01/2006	S	100 <u>(1)</u>	D	\$ 32.8	4,619	D
Common Stock	02/01/2006	S	100 <u>(1)</u>	D	\$ 32.85	4,519	D
Common Stock	02/01/2006	S	100 <u>(1)</u>	D	\$ 32.83	4,419	D
Common Stock	02/01/2006	S	100 <u>(1)</u>	D	\$ 32.84	4,319	D
Common Stock	02/01/2006	S	500 <u>(1)</u>	D	\$ 32.86	3,819	D
	02/01/2006	S	100 <u>(1)</u>	D		3,719	D

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Common Stock					\$			
					32.88			
Common Stock	02/01/2006		S	200 <u>(1)</u>	D	\$	3,519	D
						32.87		
Common Stock	02/01/2006		S	500 <u>(1)</u>	D	\$	3,019	D
						32.86		

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 required to respond unless the form displays a currently valid OMB control number.

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(9-02)

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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DANIELS R GARY C/O NATIONAL INSTRUMENTS 11500 MOPAC BLDG B AUSTIN, TX 78759		X		

Signatures

David G. Hugley as attorney-in-fact for R. Gary Daniels 02/10/2006

__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) Previously reported as a sale of 16,200 shares at an average price of \$32.6658. This report covers same transaction with individual share prices.

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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