

NATIONAL INSTRUMENTS CORP /DE/  
 Form 4  
 October 31, 2006

**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 \*  
**STREETMAN BEN GARLAND**

(Last) (First) (Middle)

C/O NATIONAL INSTRUMENTS  
 CORP, 11500 N MOPAC  
 EXPRESSWAY BLDG B

(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)  
**10/27/2006**

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

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 Ownership (Instr. 4) |            |       |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--------|---|--|-----------------------------------|------------|-------|
|                                 |                                      |  |                                | Code  | V | Amount |   |  |                                   | (A) or (D) | Price |
| Common Stock                    | 10/27/2006                           |  | M                              |   |   | 13,076 | A   | \$ 8.6667  | 16,430                            | D          |       |
| Common Stock                    | 10/27/2006                           |  | S                              |   |   | 4,000  | D   | \$ 31.0645   | 12,430                            | D          |       |
| Common Stock                    | 10/27/2006                           |  | S                              |   |   | 3,176  | D   | \$ 31.0558   | 9,254                             | D          |       |
| Common Stock                    | 10/27/2006                           |  | S                              |   |   | 3,000  | D   | \$ 31.1284   | 6,254                             | D          |       |
|                                 | 10/27/2006                           |  | S                              |   |   | 2,900  | D   |  | 3,354                             | D          |       |

Common Stock \$ 31.0408

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option (right to buy)                | \$ 8.6667  | 10/27/2006                           |  | M                              | 13,076  | <sup>(1)</sup> 05/13/2007                                | Common Stock  | 13,076                        |

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

STREETMAN BEN GARLAND  
C/O NATIONAL INSTRUMENTS CORP  
11500 N MOPAC EXPRESSWAY BLDG B  
AUSTIN, TX 78759 X

## Signatures

David G. Hugley as attorney-in-fact for Ben G. Streetman 10/31/2006

\_\_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) The options vest and become exercisable according to a time-based schedule over a 36-month period, beginning June 13, 1997.

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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