

NATIONAL INSTRUMENTS CORP /DE/  
 Form 4  
 February 11, 2003  
 SEC Form 4

<p align="center"><b>FORM 4</b></p> <p>[ ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).</p>	<p><b>UNITED STATES SECURITIES AND EXCHANGE COMMISSION</b>                  Washington, D.C. 20549</p> <p><b>STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP</b></p> <p>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</p>	<p align="center">OMB APPROVAL</p> <hr/> <p>OMB Number: 3235-0287                  Expires: January 31, 2005                  Estimated average burden hours per response. . . . . 0.5</p>	
<p>1. Name and Address of Reporting Person*</p> <p><b>Kodosky, Jeffrey L.</b></p> <hr/> <p>(Last) (First)                  (Middle)  <b>11500 North Mopac Blvd.                  Building B</b></p> <hr/> <p>(Street)  <b>Austin, TX 78759</b></p> <hr/> <p>(City) (State)                  (Zip)</p>	<p>2. Issuer Name and Ticker or Trading Symbol</p> <p><b>National Instruments Corporation                  NATI</b></p> <hr/> <p>3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)</p>	<p>4. Statement for (Month/Day/Year)</p> <p><b>02/05/2003</b></p> <hr/> <p>5. If Amendment, Date of Original (Month/Day/Year)</p>	<p>6. Relationship of Reporting Person(s) to Issuer (Check all applicable)</p> <p><input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner  <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)</p> <p>Description</p> <hr/> <p>7. Individual or Joint/Group Filing (Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person  <input type="checkbox"/> Form filed by More than One Reporting Person</p>

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	A/D	Price			
Common Stock	02/05/2003		G	V	250	D	\$----		D	To 1999 Trust FBO Amy Nairn
Common Stock	02/05/2003		G	V	250	D	\$----		D	To 1999 Trust FBO Leslie Nairn
Common Stock	02/05/2003		G	V	250	D	\$----		D	To 1999 Trust FBO Andrea Kodosky
Common Stock	02/05/2003		G	V	250	D	\$----		D	To 1999 Trust FBO

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										Jaclyn Kodosky
Common Stock	02/05/2003		G	V	250	D	\$----		D	To 1999 Trust FBO Bryan Kodosky
Common Stock	02/05/2003		G	V	250	D	\$----		D	To 1999 Trust FBO Robin Kodosky
Common Stock	02/05/2003		G	V	250	D	\$----		D	To 1999 Trust FBO Anna Mae Silver
Common Stock	02/05/2003		G	V	250	D	\$----		D	To 1999 Trust FBO Samuel Silver
Common Stock	02/05/2003		G	V	250	D	\$----		D	To 1999 Trust FBO Matthew Silver
Common Stock	02/05/2003		G	V	250	D	\$----		D	To 1999 Trust FBO Elizabeth Thomas
Common Stock	02/05/2003		G	V	250	D	\$----		D	To 1999 Trust FBO Timothy Thomas
Common Stock	02/05/2003		G	V	250	D	\$----		D	To 1999 Trust FBO Martha Thomas
Common Stock	02/05/2003		G	V	250	D	\$----		D	To 1999 Trust FBO Michael Barrett
Common Stock	02/05/2003		G	V	250	D	\$----		D	To 1999 Trust FBO Megan Kienbusch
Common Stock	02/05/2003		G	V	250	D	\$----		D	To 1999 Trust FBO Melissa Kienbusch
Common Stock	02/05/2003		G	V	250	D	\$----		D	To 1999 Trust FBO Michael Kienbusch
Common Stock	02/05/2003		G	V	40,000	D	\$----	1,425,725	D	To Austin Community Foundation
Common Stock	02/05/2003		G	V	250	D	\$----		I	By Spouse to 1999 Trust FBO Amy Nairn

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Common Stock	02/05/2003		G	V	250	D	\$----		I	By Spouse to 1999 Trust FBO Leslie Nairn
Common Stock	02/05/2003		G	V	250	D	\$----		I	By Spouse to 1999 Trust FBO Andrea Kodosky
Common Stock	02/05/2003		G	V	250	D	\$----		I	By Spouse to 1999 Trust FBO Jaclyn Kodosky
Common Stock	02/05/2003		G	V	250	D	\$----		I	By Spouse to 1999 Trust FBO Bryan Kodosky
Common Stock	02/05/2003		G	V	250	D	\$----		I	By Spouse to 1999 Trust FBO Robin Kodosky
Common Stock	02/05/2003		G	V	250	D	\$----		I	By Spouse to 1999 Trust FBO Anna Mae Silver
Common Stock	02/05/2003		G	V	250	D	\$----		I	By Spouse to 1999 Trust FBO Samuel Silver
Common Stock	02/05/2003		G	V	250	D	\$----		I	By Spouse to 1999 Trust FBO Matthew Silver
Common Stock	02/05/2003		G	V	250	D	\$----		I	By Spouse to 1999 Trust FBO Elizabeth Thomas
Common Stock	02/05/2003		G	V	250	D	\$----		I	By Spouse to 1999 Trust FBO Timothy Thomas
Common Stock	02/05/2003		G	V	250	D	\$----		I	By Spouse to 1999 Trust FBO Martha Thomas
Common Stock	02/05/2003		G	V	250	D	\$----		I	By Spouse to 1999 Trust FBO Michael Barrett
Common Stock	02/05/2003		G	V	250	D	\$----		I	By Spouse to 1999 Trust FBO Megan Kienbusch
Common Stock	02/05/2003		G	V	250	D	\$----		I	By Spouse to 1999 Trust FBO Melissa Kienbusch

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Common Stock	02/05/2003		G	V	250	D	\$----		I	By Spouse to 1999 Trust FBO Michael Kienbusch
Common Stock	02/05/2003		G	V	40,000	D	\$----	1,425,725	I	By Spouse to Austin Community Foundation
Common Stock	02/05/2003		G	V	250	A	\$----		I	By 1999 Trust FBO Amy Nairn
Common Stock	02/05/2003		G	V	250	A	\$----		I	By 1999 Trust FBO Leslie Nairn
Common Stock	02/05/2003		G	V	250	A	\$----		I	By 1999 Trust FBO Andrea Kodosky
Common Stock	02/05/2003		G	V	250	A	\$----		I	By 1999 Trust FBO Jaclyn Kodosky
Common Stock	02/05/2003		G	V	250	A	\$----		I	By 1999 Trust FBO Bryan Kodosky
Common Stock	02/05/2003		G	V	250	A	\$----		I	By 1999 Trust FBO Robin Kodosky
Common Stock	02/05/2003		G	V	250	A	\$----		I	By 1999 Trust FBO Anna Mae Silver
Common Stock	02/05/2003		G	V	250	A	\$----		I	By 1999 Trust FBO Samuel Silver
Common Stock	02/05/2003		G	V	250	A	\$----		I	By 1999 Trust FBO Matthew Silver
Common Stock	02/05/2003		G	V	250	A	\$----		I	By 1999 Trust FBO Elizabeth Thomas
Common Stock	02/05/2003		G	V	250	A	\$----		I	By 1999 Trust FBO Timothy Thomas
Common Stock	02/05/2003		G	V	250	A	\$----		I	By 1999 Trust FBO Martha Thomas
Common Stock	02/05/2003		G	V	250	A	\$----		I	By 1999 Trust FBO Michael Barrett

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Common Stock	02/05/2003		G	V	250	A	\$----		I	By 1999 Trust FBO Megan Kienbusch
Common Stock	02/05/2003		G	V	250	A	\$----		I	By 1999 Trust FBO Melissa Kienbusch
Common Stock	02/05/2003		G	V	250	A	\$----		I	By 1999 Trust FBO Michael Kienbusch
Common Stock	02/05/2003		G	V	250	A	\$----	2,610	I	By 1999 Trust FBO Amy Nairn
Common Stock	02/05/2003		G	V	250	A	\$----	2,360	I	By 1999 Trust FBO Leslie Nairn
Common Stock	02/05/2003		G	V	250	A	\$----	3,060	I	By 1999 Trust FBO Andrea Kodosky
Common Stock	02/05/2003		G	V	250	A	\$----	3,060	I	1999 Trust FBO Jaclyn Kodosky
Common Stock	02/05/2003		G	V	250	A	\$----	2,360	I	By 1999 Trust FBO Bryan Kodosky
Common Stock	02/05/2003		G	V	250	A	\$----	2,360	I	By 1999 Trust FBO Robin Kodosky
Common Stock	02/05/2003		G	V	250	A	\$----	1,860	I	By 1999 Trust FBO Anna Mae Silver
Common Stock	02/05/2003		G	V	250	A	\$----	1,860	I	By 1999 Trust FBO Samuel Silver
Common Stock	02/05/2003		G	V	250	A	\$----	2,360	I	By 1999 Trust FBO Matthew Silver
Common Stock	02/05/2003		G	V	250	A	\$----	1,860	I	By 1999 Trust FBO Elizabeth Thomas
Common Stock	02/05/2003		G	V	250	A	\$----	1,860	I	By 1999 Trust FBO Timothy Thomas
Common Stock	02/05/2003		G	V	250	A	\$----	1,860	I	By 1999 Trust FBO Martha Thomas

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Common Stock	02/05/2003		G	V	250	A	\$----	1,860	I	By 1999 Trust FBO Michael Barrett
Common Stock	02/05/2003		G	V	250	A	\$----	1,860	I	By 1999 Trust FBO Megan Kienbusch
Common Stock	02/05/2003		G	V	250	A	\$----	1,860	I	By 1999 Trust FBO Melissa Kienbusch
Common Stock	02/05/2003		G	V	250	A	\$----	1,860	I	By 1999 Trust FBO Michael Kienbusch

**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(ED) (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 Beneficially Owned Following Reported Transaction(s) (Instr.4)	10. Ownership Form of Derivative Securities: Direct (D) or Indirect (I) (Instr.4)
				Code	V	A	D	DE	ED	Title	Amount or Number of Shares			
	\$											\$		

**Explanation of Responses:**

\_\_\_\_\_

**By:**  
/s/ Jeffrey L. Kodosky

**Date:**  
02/11/2003

\*\* Signature of Reporting Person

SEC 1474 (9-02)

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

\* 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.