



Texas Instruments Incorporated
P.O. Box 655474, MS 3999
Dallas, TX 75265
7839 Churchill Way, MS 3999
Dallas, TX 75251

August 24, 2010

Mary L. Schapiro, Chairman
Luis A. Aguilar, Commissioner
Kathleen L. Casey, Commissioner
Troy A. Paredes, Commissioner
Elisse B. Walter, Commissioner
U.S. Securities and Exchange Commission
100 F Street, NE
Washington, DC 20549-1090

Re: Facilitating Shareholder Director Nominations

Dear Chairman Schapiro and Commissioners Aguilar, Casey, Paredes and Walter:

This letter is submitted on behalf Texas Instruments Incorporated (“TI”), a global semiconductor company with over 27,000 employees, 2009 revenue of over \$10 billion, and a long history of responsible corporate governance. We are writing the Commission to express our concern over the proposed proxy access regime and to encourage the Commission to adopt strong ownership and holding period requirements as part of any implementation of proxy access.

We believe that implementation of proxy access would promote a focus on short-term interests and could result in what are essentially annual proxy contests. Such contests will require a significant amount of board and management time, not to mention expense, thereby distracting management and board attention from the creation of long-term shareholder value. If the Commission nevertheless moves forward to adopt proxy access, we strongly encourage implementation of ownership thresholds that ensure the interests of long-term investors are balanced with those of other shareholders.

We strongly recommend the Commission require that those submitting a director nomination must meet a minimum ownership threshold of five percent per individual stockholder. We believe those amounts would signify that a large enough portion of stockholders are displeased. We believe the three percent threshold in the proposed proxy access regime would facilitate proxy contests by small shareholders with narrow, short-term agendas.

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Furthermore, only shareholders who have demonstrated a long-term investment in the company should be able to nominate directors under proxy access. We believe two years of a non-hedged position is an appropriate demonstration of a stockholder's commitment to a company's long-term health. We believe only stockholders with such an interest should be permitted to nominate director candidates. Moreover, we believe it appropriate to require that a nominator indicate in its initial notice its intent to continue to satisfy the ownership requirement through the term of the nominator's candidate's tenure.

Thank you for your consideration of TI's views on this important issue.

Sincerely,



Richard K. Templeton
Chairman, President and
Chief Executive Officer