

OMB APPROVAL

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. ONE )\*

NATIONAL INSTRUMENTS CORPORATION

(Name of Issuer)

COMMON STOCK

(Title of Class of Securities)

636518 10 2

(CUSIP Number)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing of this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page. The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

SEC 1745 (2-95)

0280544.01

1 NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

L. WAYNE ASHBY  
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a)    
(b)    
3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION  
USA

5 SOLE VOTING POWER

NUMBER OF 1,681,200  
SHARES  
BENEFICIALLY  
OWNED BY EACH  
REPORTING  
PERSON WITH

6 SHARED VOTING POWER  
-0-

7 SOLE DISPOSITIVE POWER  
1,681,200

8 SHARED DISPOSITIVE POWER  
-0-

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
1,681,200

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN  
SHARES\*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  
7.8%

12 TYPE OF REPORTING PERSON\*  
IN

\*SEE INSTRUCTION BEFORE FILLING OUT

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Item 1.

(a) Name of Issuer NATIONAL INSTRUMENTS CORPORATION  
(b) Address of Issuer's Principal Executive Offices  
6504 Bridge Point Parkway, Austin, Texas 78730-5039

Item 2.

(a) Name of Person Filing L. WAYNE ASHBY  
(b) Address of Principal Business Office or, if none, Residence  
6005 Bon Terra, Austin, Texas 78730  
(c) Citizenship USA  
(d) Title of Class of Securities COMMON STOCK  
(e) CUSIP Number 636518-10-2

Item 3. If this statement is filed pursuant to Rule 13d-1(b), or 13d-2(b), check whether the person is a:

- (a)  Broker or Dealer registered under Section 15 of the Act
- (b)  Bank as defined in section 3(a)(6) of the Act
- (c)  Insurance Company as defined in section 3(a)(19) of the Act
- (d)  Investment Company registered under section 8 of the Investment Company Act
- (e)  Investment Adviser registered under section 203 of the Investment Advisers Act of 1940
- (f)  Employee Benefit Plan, Pension Fund which is subject to the provisions of the Employee Retirement Income Security Act of 1974 or Endowment Fund, see ss.240.13d-1(b)(1)(ii)(F)
- (g)  Parent Holding Company, in accordance with ss.240.13d-1(b)(ii)(G)  
(Note: See Item 7)
- (h)  Group, in accordance with ss.240.13d-1(b)(1)(ii)(H)

Item 4. Ownership

- (a) Amount Beneficially Owned 1,681,200\*
- (b) Percent of Class 7.8%
- (c) Number of shares as to which such person has:
  - (i) sole power to vote or to direct the vote 1,681,200\*
  - (ii) shared power to vote or to direct the vote not applicable
  - (iii) sole power to dispose or direct the disposition of 1,681,200\*
  - (iv) shared power to dispose or direct the disposition of not applicable

\* Includes 174,850 shares held in trusts for the benefit of Mr. Ashby and his wife.

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Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following .

NOT APPLICABLE

Item 6. Ownership of More than Five Percent on Behalf of Another Person.  
NOT APPLICABLE

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company.  
NOT APPLICABLE

Item 8. Identification and Classification of Members of the Group  
NOT APPLICABLE

Item 9. Notice of Dissolution of Group  
NOT APPLICABLE

\* Includes 174,850 shares held in trusts for the benefit of Mr. Ashby and his wife.

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Item 10.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired in the ordinary course of business and were not acquired for the purpose of and do not have the effect of changing or influencing the control of the issuer of such securities and were not acquired in connection with or as a participant in any transaction having such purposes or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date February 13, 1997

/s/ L. WAYNE ASHBY  
Signed by Attorney-in-Fact

L. Wayne Ashby/Director  
Name/Title

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Limited Power of Attorney - Securities Law Compliance

The undersigned, as an officer or director of National Instruments Corporation (the Corporation), hereby constitutes and appoints Joel Rollins, David Hugley and Alexandra Gustafsson, and each of them, the undersigneds true and lawful attorney-in-fact and agent to complete and execute such Forms 144, Forms 3, 4 and 5 and other forms as such attorney shall in his or her discretion determine to be required or advisable pursuant to Rule 144 promulgated under the Securities Act of 1933 (as amended), Section 16 of the Securities Exchange Act of 1934 (as amended), and the rules and regulations promulgated thereunder, or any successor laws and regulations, as a consequence of the undersigneds ownership, acquisition or disposition of securities of the Corporation, and to do all acts necessary in order to file such forms with the Securities and Exchange Commission, any securities exchange or national association, the Corporation and such other person or agency as the attorney shall deem appropriate. The undersigned hereby ratifies and confirms all that said attorneys-in-fact and agents shall do or cause to be done by virtue hereof. This Limited Power of Attorney is executed in Austin, Texas, as of the date set forth below.

\_\_\_\_\_/s/ L. WAYNE ASHBY \_\_\_\_\_  
Signed by Attorney-in-Fact

L. WAYNE ASHBY \_\_\_\_\_  
Type or Print Name

Date: \_\_\_ March 6, 1995 \_\_\_\_\_

Witness:

/s/ TERRY STARNES \_\_\_\_\_  
Signature

TERRY STARNES \_\_\_\_\_  
Type or Print Name

Date: March 6, 1995