

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person* <u>Rapp Karen Marie</u>  (Last) (First) (Middle) <u>C/O NATIONAL INSTRUMENTS CORPORATION</u> <u>11500 NORTH MOPAC</u>  (Street) <u>AUSTIN TX 78759</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>NATIONAL INSTRUMENTS CORP [ NATI ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Financial Officer &amp; EVP</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>01/18/2022</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

**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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	01/18/2022		A		8,063 <sup>(1)</sup>	A	\$0	116,279	D	
Common Stock	01/18/2022		A		14,091 <sup>(2)</sup>	A	\$0	130,370	D	

**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 Securities Underlying Derivative Security (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: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Performance-Based Restricted Stock Units	(3)	01/18/2022		A		21,136		(3)	05/01/2037	Common Stock	21,136	\$0	21,136	D	

**Explanation of Responses:**

1. Represents the number of shares of Common Stock vested pursuant to the performance-based restricted stock unit ("PRSU") award that was granted on January 22, 2019 and reported voluntarily on the Form 4 filed with the Securities and Exchange Commission on January 24, 2019, based upon the determination that 62% of the PRSU vested given that the issuer's total shareholder return ranked at the 32.33 percentile as compared to the Russell 2000 Index over the performance period.
2. Represents restricted stock units granted on January 18, 2022 which will vest in three equal installments on the anniversary of the grant date.
3. The number of PRSUs reported in Table II represents the target number of PRSUs that were granted to the reporting person pursuant to the Issuer's 2020 Equity Incentive Plan. Per the terms of the award agreement governing the PRSUs, the number of underlying shares of the Issuer's common stock that the reporting person is ultimately entitled to receive at the time of vesting ranges from 0% to 200% of the target number of PRSUs granted, subject to how the Issuer's total shareholder return ranks in comparison to companies that comprise the Russell 2000 Index over a performance period consisting of the three years ended December 31, 2024.

/s/ R. Eddie Dixon, Jr. as attorney-in-fact for Karen Marie 01/20/2022 Rapp

\*\* Signature of Reporting Person Date

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.

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 Number.