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Post Office Box 655474, M/S 3999
Dallas, Texas 75265
7839 Churchill Way, M/S 3999
Dallas, Texas 75251

(972) 917-5557
Direct Dial (972) 917-5434

July 30, 2002

By Airborne Express
and Facsimile

RECEIVED
OFFICE OF THE SECRETARY
2002 JUL 30 PM 2:48

Securities and Exchange Commission
450 Fifth Street, N.W.
Washington, D.C. 20549

Attention: Jonathan G. Katz, Secretary

Re: Statements of Chief Executive Officer and Chief Financial Officer
of Texas Instruments Incorporated

Dear Mr. Katz:

Enclosed are the written statements, under oath, of Thomas J. Engibous, Chief Executive Officer, and William A. Aylesworth, Chief Financial Officer, of Texas Instruments Incorporated in response to the order of the Securities and Exchange Commission pursuant to Section 21(a)(1) of the Securities Exchange Act of 1934 (SEC File No. 4-460). If you have any questions regarding the enclosures, please call me at 972-917-5434.

Very truly yours,

A handwritten signature in cursive script, appearing to read 'Cynthia H. Haynes'.

Cynthia H. Haynes
Vice President,
Assistant Secretary and
Assistant General Counsel

ah

Enclosure

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STATEMENT UNDER OATH OF PRINCIPAL EXECUTIVE OFFICER AND PRINCIPAL FINANCIAL OFFICER REGARDING FACTS AND CIRCUMSTANCES RELATING TO EXCHANGE ACT FILINGS

I, Thomas J. Engibous, state and attest that:

(1) To the best of my knowledge, based upon a review of the covered reports of Texas Instruments Incorporated, and, except as corrected or supplemented in a subsequent covered report:

- no covered report contained an untrue statement of a material fact as of the end of the period covered by such report (or in the case of a report on Form 8-K or definitive proxy materials, as of the date on which it was filed); and
- no covered report omitted to state a material fact necessary to make the statements in the covered report, in light of the circumstances under which they were made, not misleading as of the end of the period covered by such report (or in the case of a report on Form 8-K or definitive proxy materials, as of the date on which it was filed).

(2) I have reviewed the contents of this statement with the Audit Committee of the Board of Directors of Texas Instruments Incorporated.

(3) In this statement under oath, each of the following, if filed on or before the date of this statement, is a "covered report":

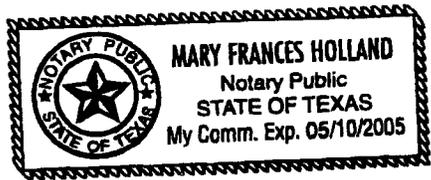
- Form 10-K for 2001 of Texas Instruments Incorporated;
- all reports on Form 10-Q, all reports on Form 8-K and all definitive proxy materials of Texas Instruments Incorporated filed with the Commission subsequent to the filing of the Form 10-K identified above; and
- any amendments to any of the foregoing.

TJ Eng

 Thomas J. Engibous
 JULY 30, 2002

Subscribed and sworn to before me this 30th day of July, 2002.

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Mary Frances Holland

 Notary Public

My commission expires: 5-10-2005