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March 26, 2009

Securities and Exchange Commission
100 F Street, N.E.
Washington, D.C. 20549
Attention: Ms. Elizabeth M. Murphy, Secretary
Via e-mail: rule-comments@sec.gov

Re: Proposed Amendment to New York Stock Exchange Rule 452 (Release No. 34-59464; File No. SR-NYSE-2006-92)

On behalf of Texas Instruments Incorporated ("TI"), I am submitting these comments in response to the Commission's request for comment on the New York Stock Exchange ("NYSE") proposal to amend NYSE Rule 452 to eliminate broker discretionary voting in director elections (the "Proposal"). TI urges the Commission to postpone action on the Proposal until alternatives and other possible reforms to the proxy voting process have been thoroughly considered.

If implemented in isolation, the Proposal would curtail the impact of retail investors on director elections. This is not the time for such action. Not only do individual investors expect to be heard by companies, but their votes may be critical to meet quorum and majority-voting requirements and offset the growing influence of proxy advisory firms.

Other changes to the voting process, such as proportional voting, could promote the objectives of the Proposal with fewer of its unintended adverse effects. We believe the Commission should consider these alternatives as well as other reforms, such as increased oversight of proxy advisory firms, improvements in the Notice & Access process, and rule changes to facilitate direct communications between companies and their investors. We believe that no action should be taken on the current Proposal until these various approaches have been thoroughly analyzed and understood.

Sincerely,

A handwritten signature in cursive script that reads 'Cynthia H. Haynes'.

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

CHH:rw