

TERADYNE, INC
Form 4
January 27, 2015

FORM 4

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

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Gray Charles Jeffrey

(Last) (First) (Middle)

TERADYNE, INC., 600
RIVERPARK DRIVE

(Street)

NORTH READING, MA 01864

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol
TERADYNE, INC [TER]

3. Date of Earliest Transaction
(Month/Day/Year)
01/26/2015

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
X Officer (give title below) ____ Other (specify below)
VP, General Counsel & Secretary

6. Individual or Joint/Group Filing(Check
Applicable Line)
X Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	01/26/2015		M		6,944	A	\$ 19.36
Common Stock	01/26/2015		F ⁽¹⁾		2,342	D	\$ 19.36
Common Stock	01/26/2015		M		3,472	A	\$ 19.36
Common Stock	01/26/2015		F ⁽¹⁾		1,131	D	\$ 19.36
Common Stock	01/26/2015		M		3,267	A	\$ 19.36

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Common Stock 01/26/2015 F(1) 1,237 D \$ 19.36 60,120 D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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 Underlying Securities (Instr. 3 and 4)	8. Price or Value of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Restricted Stock Units	\$ 0 (2)	01/26/2015		M	6,944	(2)	(2)	Common Stock
Restricted Stock Units	\$ 0 (3)	01/26/2015		M	3,472	(3)	(3)	Common Stock
Restricted Stock Units	\$ 0 (4)	01/26/2015		M	3,267	(4)	(4)	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Gray Charles Jeffrey TERADYNE, INC. 600 RIVERPARK DRIVE NORTH READING, MA 01864	VP, General Counsel & Secretary

Signatures

/s/ Ryan E. Driscoll, Deputy General Counsel, by power of attorney 01/27/2015

__Signature of Reporting Person

Date

Explanation of Responses:

- * 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).
- (1) Shares/units withheld but not issued to satisfy certain tax withholding obligations.
- (2) Indicates conversion upon vesting of 25% of the performance-based Restricted Stock Units (RSU's) granted on January 25, 2013. The remaining portion will vest in two equal installments annually on the anniversary of the grant.
- (3) Indicates conversion upon vesting of 25% of the time-based Restricted Stock Units (RSU's) granted on January 25, 2013. The remaining portion will vest in two equal installments annually on the anniversary of the grant.
- (4) Indicates conversion upon vesting of 25% of the time-based Restricted Stock Units (RSU's) granted on January 24, 2014. The remaining portion will vest in three equal installments annually on the anniversary of the grant.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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