

TERADYNE, INC  
Form 4  
May 11, 2017

**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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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
TUFANO PAUL J

(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)  
05/09/2017

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner  
☐ Officer (give title below) ☐ Other (specify  
below)

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
|                                       |                                         |                                                             |                                      | (A)<br>or<br>(D)                                                           |                                                                                                                    |                                                                      |                                                                   |
|                                       |                                         |                                                             | Code                                 | V                                                                          | Amount                                                                                                             | (D)                                                                  | Price                                                             |

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

**Persons who respond to the collection of  
information contained in this form are not  
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SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of<br>Derivative<br>Security | 2. Conversion<br>or Exercise | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any | 4. Transaction<br>Code | 5. Number of<br>Derivative<br>Securities | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |
|---------------------------------------|------------------------------|-----------------------------------------|-----------------------------------------|------------------------|------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|
|                                       |                              |                                         |                                         |                        |                                          |                                                                |                                                                     |

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| (Instr. 3)                   | Price of<br>Derivative<br>Security | (Month/Day/Year) | (Instr. 8) | Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, and<br>5) |       | Date<br>Exercisable | Expiration<br>Date | Title | Amount<br>or<br>Number<br>of<br>Shares |       |
|------------------------------|------------------------------------|------------------|------------|---------------------------------------------------------------|-------|---------------------|--------------------|-------|----------------------------------------|-------|
|                              |                                    |                  | Code       | V                                                             | (A)   | (D)                 |                    |       |                                        |       |
| Restricted<br>Stock<br>Units | (1)                                | 05/09/2017       | M          |                                                               | 9,235 |                     | (2)                | (2)   | Common<br>Stock                        | 9,235 |
| Phantom<br>Stock<br>Units    | (3)                                | 05/09/2017       | M          |                                                               | 9,235 |                     | (3)                | (3)   | Common<br>Stock                        | 9,235 |
| Restricted<br>Stock<br>Units | (1)                                | 05/09/2017       | A          |                                                               | 4,931 |                     | (4)                | (4)   | Common<br>Stock                        | 4,931 |

## Reporting Owners

| Reporting Owner Name / Address                                                    | Relationships |           |         |       |
|-----------------------------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                                   | Director      | 10% Owner | Officer | Other |
| TUFANO PAUL J<br>TERADYNE, INC.<br>600 RIVERPARK DRIVE<br>NORTH READING, MA 01864 | X             |           |         |       |

## Signatures

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

05/11/2017

\_\_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) Each Restricted Stock Unit (RSU) represents the right to receive one share of Teradyne, Inc. common stock.

(2) These RSU's were issued under the Teradyne, Inc. 2006 Equity and Cash Compensation Incentive Plan, are time-based, and will vest in full on the earlier of May 10, 2017 or the date the 2017 Annual Meeting of Shareholders is held.

At the election of the reporting person, upon vesting of the RSU's, the shares were converted into Phantom Stock Units (PSU's) pursuant to the Teradyne, Inc. Deferral Plan for Non-Employee Directors (as restated on May 25, 2006). The PSU's are to be settled 1 for 1 in the Issuer's common stock generally within ninety (90) days of the date the non-employee director no longer serves as such.

(4) These RSU's were issued under the Teradyne, Inc. 2006 Equity and Cash Compensation Incentive Plan, are time-based, and will vest in full on the earlier of May 9, 2018 or the date the 2018 Annual Meeting of Shareholders is held.

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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