

TERADYNE, INC  
Form 4  
January 30, 2014

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Beecher Gregory R

(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)  
01/28/2014

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)  
VP and CFO

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 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	01/28/2014		S	48,950 D \$ 19.3 (1)	57,807	D	
Common Stock	01/28/2014		M	11,522 A \$ 19.19	69,329	D	
Common Stock	01/28/2014		F(2)	3,751 D \$ 19.19	65,578	D	
Common Stock	01/28/2014		M	5,761 A \$ 19.19	71,339	D	
Common Stock	01/28/2014		F(2)	2,452 D \$ 19.19	68,887	D	

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Common Stock	01/29/2014	M	13,652	A	\$ 18.84	82,539	D
Common Stock	01/29/2014	F(2)	6,437	D	\$ 18.84	76,102	D
Common Stock	01/29/2014	M	9,101	A	\$ 18.84	85,203	D
Common Stock	01/29/2014	F(2)	4,292	D	\$ 18.84	80,911	D
Common Stock	01/29/2014	S	6,256	D	\$ 18.94	74,655	D

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

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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 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. I. De. Sec. (In	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	\$ 0 <sup>(3)</sup>	01/28/2014		M	11,522	<sup>(3)</sup>	<sup>(3)</sup>	Common Stock	11,522
Restricted Stock Units	\$ 0 <sup>(4)</sup>	01/28/2014		M	5,761	<sup>(4)</sup>	<sup>(4)</sup>	Common Stock	5,761
Restricted Stock Units	\$ 0 <sup>(5)</sup>	01/29/2014		M	13,652	<sup>(5)</sup>	<sup>(5)</sup>	Common Stock	13,652
Restricted Stock Units	\$ 0 <sup>(6)</sup>	01/29/2014		M	9,101	<sup>(6)</sup>	<sup>(6)</sup>	Common Stock	9,101

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Beecher Gregory R TERADYNE, INC. 600 RIVERPARK DRIVE NORTH READING, MA 01864			VP and CFO	

## Signatures

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

01/30/2014

\*\*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) The reported price is based on a weighted average of multiple same-day transactions with prices ranging from \$19.21 to \$19.36 per share. Full information regarding the number of shares sold at each separate price is available to the Securities and Exchange Commission staff, the Issuer or any security holder of the Issuer upon request.
- (2) Shares/units withheld but not issued to satisfy certain tax withholding obligations.
- (3) Indicates conversion upon vesting of 25% of the performance-based RSU's granted on January 28, 2011. The remaining portion will vest on January 28, 2015.
- (4) Indicates conversion upon vesting of 25% of the time-based Restricted Stock Units (RSU's) granted on January 28, 2011. The remaining portion will vest on January 28, 2015.
- (5) Indicates conversion upon vesting of the final portion of the performance-based RSU's granted on January 29, 2010.
- (6) Indicates conversion upon vesting of the final portion of the time-based RSU's granted on January 29, 2010.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.