

TERADYNE, INC
Form 4
January 30, 2007

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 *
BRADLEY MICHAEL A

(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)
01/26/2007

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)

CEO and President

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	01/26/2007		M		31,304	A	\$ 0	101,424	D	
Common Stock	01/26/2007		F ⁽¹⁾		9,940	D	\$ 0	91,484	D	
Common Stock	01/26/2007		M		25,826	A	\$ 0	117,310	D	
Common Stock	01/26/2007		F ⁽¹⁾		8,228	D	\$ 0	109,082	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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Share
Restricted Stock Units	\$ 0 <u>(2)</u>	01/26/2007		M			31,304	<u>(2)</u>	<u>(2)</u>	Common Stock	31,304
Restricted Stock Units	\$ 0 <u>(3)</u>	01/26/2007		M			25,826	<u>(3)</u>	<u>(3)</u>	Common Stock	25,826
Restricted Stock Units	<u>(4)</u>	01/26/2007		A			75,132	<u>(5)</u>	<u>(5)</u>	Common Stock	75,132

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BRADLEY MICHAEL A TERADYNE, INC. 600 RIVERPARK DRIVE NORTH READING, MA 01864	X		CEO and President	

Signatures

Eileen Casal, General Counsel, by power of attorney 01/30/2007

 **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 50% of time-based RSUs granted on January 26, 2006. The remaining portion of the time-based RSUs will vest on January 26, 2008.

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- (3) Indicates conversion upon vesting of 50% of performance-based RSUs determined on January 22, 2007 by the Compensation Committee. The remaining portion of the performance-based RSUs will vest on January 26, 2008.
- (4) Each RSU represents the right to receive one share of Teradyne, Inc. common stock.
- (5) These RSUs are time-based and will vest in four equal annual installments beginning on January 26, 2008.
- (6) Does not include a total of 796,381 options to purchase common stock of Teradyne, Inc.

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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