

VALLEE ROY
Form 4/A
February 07, 2008

FORM 4

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

OMB APPROVAL

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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 *
VALLEE ROY

(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)
02/04/2008

4. If Amendment, Date Original Filed(Month/Day/Year)
02/05/2008

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 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)
				(A) or (D)	Price		
Common Stock					7,241	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)

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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. Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Restricted Stock Units	\$ 0 ⁽¹⁾	02/04/2008		A	9,804	<u>(2)</u>	<u>(2)</u>	Common Stock	9,804
Restricted Stock Units	\$ 0 ⁽⁴⁾	02/05/2008		M	6,575	<u>(4)</u>	<u>(4)</u>	Common Stock	6,575
Phantom Stock Units	\$ 0 ⁽⁵⁾	02/05/2008		M	6,575	<u>(5)</u>	<u>(5)</u>	Common Stock	6,575

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
VALLEE ROY TERADYNE, INC. 600 RIVERPARK DRIVE NORTH READING,, MA 01864		X		

Signatures

\s\Eileen Casal, General Counsel, by power of attorney 02/07/2008

__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 Compensation Incentive Plan, are time-based and will vest in full on February 4, 2009.
- (3) Does not include a total of 86,862 options to purchase common stock of Teradyne, Inc., a portion of which are Phantom Stock Units (PSU's).
- (4) Indicates conversion upon vesting of 100% of time-based RSU's granted on February 5, 2007, under the Teradyne, Inc. 2006 Equity and Cash Compensation Incentive Plan.
- (5) At the election of the reporting person, upon vesting of the RSU's, the shares were converted into PSU's pursuant to the Teradyne, Inc. Deferral Plan for Non-Employee Directors (Restated on May 25, 2006). The PSU's are to be settled one-for-one in the Issuer's common

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stock generally within ninety (90) days of the date the non-employee director no longer serves as such.

(6) Does not include a total of 79,500 options to purchase common stock of Teradyne, Inc. or 9,804 RSU's.

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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