

HOTCHKISS JEFFREY R
Form 4
February 01, 2011

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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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 *
HOTCHKISS JEFFREY 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)
01/28/2011

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)
President, SystemsTestDivision

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 Ownership (Instr. 4)
			Code	V	Amount		
Common Stock	01/28/2011		S		20,000	D	
					(A) or (D)		
					Price		
					\$		
					<u>(1)</u>		
Common Stock	01/29/2011		M		4,818	A	
Common Stock	01/31/2011		<u>F(2)</u>		1,530	D	
Common Stock	01/29/2011		M		7,226	A	
Common Stock	01/31/2011		<u>F(2)</u>		2,295	D	

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Common Stock	01/30/2011	M	11,250	A	\$ 0	59,316	D
Common Stock	01/31/2011	<u>F(2)</u>	3,572	D	\$ 0	55,744	D
Common Stock	01/31/2011	M	28,125	A	\$ 4.81	83,869	D
Common Stock	01/31/2011	S	28,125	D	\$ <u>16.22</u> <u>(3)</u>	55,744	D
Common Stock	01/31/2011	M	8,231	A	\$ 9.34	63,975	D
Common Stock	01/31/2011	S	8,231	D	\$ <u>16.28</u> <u>(4)</u>	55,744	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 Underlying (Instr. 3)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Restricted Stock Units	\$ 0 <u>(5)</u>	01/29/2011		M	4,818	<u>(5)</u>	<u>(5)</u>	Common Stock
Restricted Stock Units	\$ 0 <u>(6)</u>	01/29/2011		M	7,226	<u>(6)</u>	<u>(6)</u>	Common Stock
Restricted Stock Units	\$ 0 <u>(7)</u>	01/30/2011		M	11,250	<u>(7)</u>	<u>(7)</u>	Common Stock
Non-Qualified Stock Option (Right to Buy)	\$ 4.81	01/31/2011		M	28,125	01/30/2010 ⁽⁸⁾	01/30/2016	Common Stock
Non-Qualified Stock Option (Right to Buy)	\$ 9.34	01/31/2011		M	8,231	01/29/2011 ⁽⁹⁾	01/29/2017	Common Stock

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- (12) This option is granted under Teradyne's 2006 Equity and Cash Compensation Incentive Plan and is exercisable at the rate of 25% per year, commencing on the date of the first anniversary of the grant, January 28, 2012.

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.