TERADYNE, INC Form 4 January 30, 2014

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 obligations may continue. See Instruction 1(b).

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 * **Gray Charles Jeffrey**

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

OMB APPROVAL

3235-0287

January 31,

2005

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(Last) (First) (Middle)

(Street)

TERADYNE, INC [TER]

(Check all applicable)

TERADYNE, INC., 600

3. Date of Earliest Transaction

(Month/Day/Year) 01/28/2014

Director 10% Owner _X__ Officer (give title _ Other (specify below)

RIVERPARK DRIVE

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

6. Individual or Joint/Group Filing(Check

VP,General Counsel & Secretary

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

NORTH READING, MA 01864

(City)	(State)	(Zip) Tab	le I - Non-	Derivative	Secur	ities Acqui	red, Disposed of,	or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr. 8)	omr Dispos (Instr. 3,	ed of (4 and 5 (A) or	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)
Common Stock	01/28/2014		Code V S	Amount 42	(D)	Price \$ 19.25	56,303	D	
Common Stock	01/28/2014		S	100	D	\$ 19.252	56,203	D	
Common Stock	01/28/2014		S	11,200	D	\$ 19.255	45,003	D	
Common Stock	01/28/2014		S	1,200	D	\$ 19.26	43,803	D	
Common Stock	01/28/2014		S	600	D	\$ 19.265	43,203	D	

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Common Stock	01/28/2014	M	5,853	A	\$ 19.19	49,056	D
Common Stock	01/28/2014	F(1)	1,906	D	\$ 19.19	47,150	D
Common Stock	01/28/2014	M	2,927	A	\$ 19.19	50,077	D
Common Stock	01/28/2014	F(1)	953	D	\$ 19.19	49,124	D
Common Stock	01/29/2014	S	5,921	D	\$ 19.21 (2)	43,203	D
Common Stock	01/29/2014	M	8,049	A	\$ 9.34	51,252	D
Common Stock	01/29/2014	S	8,049	D	\$ 19.19 (3)	43,203	D
Common Stock	01/29/2014	M	7,068	A	\$ 18.84	50,271	D
Common Stock	01/29/2014	F(1)	2,301	D	\$ 18.84	47,970	D
Common Stock	01/29/2014	M	4,711	A	\$ 18.84	52,681	D
Common Stock	01/29/2014	F(1)	1,534	D	\$ 18.84	51,147	D

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

3. Transaction Date 3A. Deemed

01/28/2014

1. Title of

2.

\$ 0 (4)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

5. Number

5,853

6. Date Exercisable and

SEC 1474 (9-02)

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

Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative Security	(Month/Day/Year)	Execution Date, if any (Month/Day/Year)	Transacti Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Expiration Date (Month/Day/Year	r)	Underlying (Instr. 3 and	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	An or Nu of Sh

M

(4)

7. Title and Amo

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Restricted Stock Units							Common Stock	
Restricted Stock Units	\$ 0 (5)	01/28/2014	M	2,927	<u>(5)</u>	<u>(5)</u>	Common Stock	2
Non-qualified Stock Option (Right to Buy)	\$ 9.34	01/29/2014	M	8,049	01/29/2011(6)	01/29/2017	Common Stock	8
Restricted Stock Units	\$ 0 (7)	01/29/2014	M	7,068	<u>(7)</u>	<u>(7)</u>	Common Stock	7
Restricted Stock Units	\$ 0 (8)	01/29/2014	M	4,711	(8)	(8)	Common Stock	4

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

Gray Charles Jeffrey TERADYNE, INC. 600 RIVERPARK DRIVE NORTH READING, MA 01864

VP, General Counsel & Secretary

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) Shares/units withheld but not issued to satisfy certain tax withholding obligations.
- The reported price is based on a weighted average of multiple same-day transactions with prices ranging from \$19.195 to \$19.22 per (2) 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.
- The reported price is based on a weighted average of multiple same-day transactions with prices ranging from \$18.84 to \$19.20 per share.

 (3) 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.
- (4) Indicates conversion upon vesting of 25% of the performance-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 25% of the time-based Restricted Stock Units (RSU's) granted on January 28, 2011. The remaining portion will vest on January 28, 2015.
- (6) 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 29, 2011.
- (7) Indicates conversion upon vesting of the final 25% of the performance-based Restricted Stock Units (RSU's) granted on January 29, 2010.
- (8) Indicates conversion upon vesting of the final 25% of the time-based Restricted Stock Units (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.

Reporting Owners 3

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