

TERADYNE, INC  
Form 4  
February 03, 2015

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
Gray Charles Jeffrey

(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)  
01/30/2015

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, General Counsel & Secretary

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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	01/30/2015		S		20,000	D	\$ 18.17 (1)
Common Stock	01/30/2015		M		3,524	A	\$ 16.23
Common Stock	01/30/2015		S		3,524	D	\$ 18.16 (2)
Common Stock	01/30/2015		M		3,887	A	\$ 16.95
Common Stock	01/30/2015		S		3,887	D	\$ 18.25 (3)

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Common Stock	01/30/2015	M	4,721	A	\$ 16.56	57,120	D
Common Stock	01/30/2015	S	4,721	D	\$ <u>(4)</u>	52,399	D

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

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**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 Underlying (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Non-qualified Stock Option (Right to Buy)	\$ 16.23	01/30/2015		M	3,524	01/28/2012 <sup>(5)</sup>	01/28/2018			Common Stock
Non-qualified Stock Option (Right to Buy)	\$ 16.95	01/30/2015		M	3,887	01/27/2013 <sup>(6)</sup>	01/27/2019			Common Stock
Non-qualified Stock Option (Right to Buy)	\$ 16.56	01/30/2015		M	4,721	01/25/2014 <sup>(7)</sup>	01/25/2020			Common Stock
Restricted Stock Units	\$ 0 <sup>(8)</sup>	01/30/2015		A	14,255	<sup>(9)</sup>	<sup>(9)</sup>			Common Stock
Non-qualified Stock Option (Right to Buy)	\$ 18.1	01/30/2015		A	14,560	01/30/2016 <sup>(10)</sup>	01/30/2022			Common Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Gray Charles Jeffrey TERADYNE, INC. 600 RIVERPARK DRIVE			VP, General Counsel & Secretary	

NORTH READING, MA 01864

## Signatures

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

02/03/2015

\_\_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 \$18.025 to \$18.29 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) The reported price is based on a weighted average of multiple same-day transactions with prices ranging from \$18.04 to \$18.25 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.
  - (3) The reported price is based on a weighted average of multiple same-day transactions with prices ranging from \$18.22 to \$18.28 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.
  - (4) The reported price is based on a weighted average of multiple same-day transactions with prices ranging from \$18.19 to \$18.325 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.
  - (5) 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.
  - (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 27, 2013.
  - (7) 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 25, 2014.
  - (8) Each Restricted Stock Unit (RSU) represents the right to receive one share of Teradyne, Inc. common stock.
  - (9) These RSU's were issued under Teradyne's 2006 Equity and Cash Compensation Incentive Plan, are time-based, and will vest in four equal installments beginning on January 30, 2016.
  - (10) 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 30, 2016.

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.