

TERADYNE, INC
Form 4
January 29, 2015

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Robbins Brad

(Last) (First) (Middle)

C/O LITEPOINT
CORPORATION, 965 WEST
MAUDE AVENUE

(Street)

SUNNYVALE, CA 94085

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
TERADYNE, INC [TER]

3. Date of Earliest Transaction
(Month/Day/Year)
01/27/2015

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify below)

President of LitePoint Corp.

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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	01/27/2015		M		3,835	A	\$ 18.88	38,166	D
Common Stock	01/27/2015		F		1,442	D	\$ 18.88	36,724	D
Common Stock	01/28/2015		M		3,605	A	\$ 18.74	40,329	D
Common Stock	01/28/2015		F		1,355	D	\$ 18.74	38,974	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 (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. Price or Value of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	\$ 0 ⁽¹⁾	01/27/2015		M	3,835	⁽²⁾ ⁽²⁾	Common Stock	3,835
Restricted Stock Units	\$ 0 ⁽¹⁾	01/28/2015		M	3,605	⁽³⁾ ⁽³⁾	Common Stock	3,605

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Robbins Brad C/O LITEPOINT CORPORATION 965 WEST MAUDE AVENUE SUNNYVALE, CA 94085	President of LitePoint Corp.

Signatures

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

01/29/2015

**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) Each RSU represents the right to receive one share of Teradyne, Inc. common stock.

(2) These time-based Restricted Stock Units (RSUs) were granted under Teradyne's 2006 Equity and Cash Compensation Incentive Plan on January 27, 2012 and vest in four equal installments beginning on January 27, 2013. The remaining portion will vest in two equal

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installments annually on the anniversary of the grant.

- (3) These time-based Restricted Stock Units (RSUs) were granted under Teradyne's 2006 Equity and Cash Compensation Incentive Plan on January 28, 2011 and vest in four equal installments beginning on January 28, 2012. The remaining portion will vest on January 28, 2015.

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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