

JAGIELA MARK E
Form 4
January 27, 2011

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 *
JAGIELA MARK E

(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)
01/25/2011

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, ST Division

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 | 01/25/2011 | | M | | 10,439 | A | \$ 0 95,282 | D |
| Common Stock | 01/25/2011 | | F(1) | | 3,544 | D | \$ 0 91,738 | D |
| Common Stock | 01/26/2011 | | M | | 6,447 | A | \$ 0 98,185 | D |
| Common Stock | 01/26/2011 | | F(1) | | 2,047 | D | \$ 0 96,138 | D |
| Common Stock | 01/26/2011 | | M | | 1,303 | A | \$ 0 97,441 | D |

Common Stock 01/26/2011 F⁽¹⁾ 414 D \$ 0 97,027 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 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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Restricted Stock Units | \$ 0 ⁽²⁾ | 01/25/2011 | | A | 54,604 | ⁽³⁾ ⁽³⁾ | Common Stock | 54,604 |
| Restricted Stock Units | \$ 0 ⁽⁴⁾ | 01/25/2011 | | M | 10,439 | ⁽⁴⁾ ⁽⁴⁾ | Common Stock | 10,439 |
| Restricted Stock Units | \$ 0 ⁽⁵⁾ | 01/26/2011 | | M | 6,447 | ⁽⁵⁾ ⁽⁵⁾ | Common Stock | 6,447 |
| Restricted Stock Units | \$ 0 ⁽⁶⁾ | 01/26/2011 | | M | 1,303 | ⁽⁶⁾ ⁽⁶⁾ | Common Stock | 1,303 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| JAGIELA MARK E TERADYNE, INC. 600 RIVERPARK DRIVE NORTH READING, MA 01864 | | | President, ST Division | |

Signatures

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

01/27/2011

__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.
- (2) Each Restricted Stock Unit (RSU) represents a right to receive one share of Teradyne, Inc. common stock.
- (3) These are performance-based RSU's. The number of performance-based RSU's was determined on January 25, 2011 and will vest in four equal annual installments beginning on January 29, 2011.
- (4) Indicates conversion upon vesting of 25% of the time-based Restricted Stock Units (RSU's) granted on January 25, 2008. The remaining portion of the time-based RSU's will vest on January 25, 2012.
- (5) Indicates conversion upon vesting of the final portion of the time-based RSU's granted on January 26, 2007.
- (6) Indicates conversion upon vesting of the final portion of the performance-based RSU's granted on January 26, 2007.

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.