

Beecher Gregory R
 Form 4
 February 01, 2018

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 *
 Beecher Gregory 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)
 01/30/2018

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 and CFO

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)
				(A) or (D)	Price		
Common Stock	01/30/2018		F(1)	25,612	D \$ 46.33	77,676	D
Common Stock	01/30/2018		M	57,618	A \$ 46.33	103,288	D
Common Stock	01/30/2018		S	45,670	D \$ 46.57 (2)	32,006	D
Common Stock	01/30/2018		M	5,959	A \$ 19.16	37,965	D
Common Stock	01/30/2018		S	5,959	D \$ 46.57	32,006	D

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						<u>(2)</u>		
Common Stock	01/30/2018	M	7,619	A	\$ 18.1	39,625	D	
Common Stock	01/30/2018	S	7,619	D	\$ <u>46.57</u>	32,006	D	
Common Stock	01/30/2018	M	5,259	A	\$ 28.56	37,265	D	
Common Stock	01/30/2018	S	5,259	D	\$ <u>46.57</u>	32,006	D	
Common Stock	01/30/2018	M	6,793	A	\$ 19.43	38,799	D	
Common Stock	01/30/2018	S	6,793	D	\$ <u>46.57</u>	32,006	D	
Common Stock	01/30/2018	M	7,735	A	\$ 46.33	39,741	D	
Common Stock	01/30/2018	<u>F(1)</u>	3,439	D	\$ 46.33	36,302	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
Restricted Stock Units	\$ 0 <u>(3)</u>	01/30/2018		M	57,618	<u>(4)</u>	<u>(4)</u>	Common Stock
Non-qualified Stock Option (Right to Buy)	\$ 19.16	01/30/2018		M	5,959	01/24/2015 <u>(5)</u>	01/24/2021	Common Stock
	\$ 18.1	01/30/2018		M	7,619	01/30/2016 <u>(6)</u>	01/30/2022	

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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, 2017.

- (9) Indicates conversion upon vesting of 25% of the time-based RSU's granted on January 30, 2015. The remaining portion will vest on January 30, 2019.
- (10) Indicates conversion upon vesting of 100% of performance-based RSU's granted on January 30, 2018.

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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