Edgar Filing: BAGLEY JAMES W - Form 4

Form 4	IES W									
February 08, 20	006									
FORM	4								PPROVAL	
	UNITED	STATES		RITIES A			COMMISSIO	N OMB Number:	3235-0287	
Check this b if no longer								Expires:	January 31, 2005	
subject to Section 16. Form 4 or Form 5	MENT OI		SECUI	Estimated burden hoi response	average urs per					
obligations may continu <i>See</i> Instructi 1(b).	nue. 20(h) of the Investment Company Act of 1955 of Section									
(Print or Type Res	sponses)									
1. Name and Address of Reporting Person <u>*</u> BAGLEY JAMES W			Symbol	er Name an DYNE IN		C	5. Relationship of Reporting Person(s) to Issuer			
(Last)				of Earliest T			(Check all applicable)			
TERADYNE, INC., 321 HARRISON AVENUE			(Month/Day/Year) 02/06/2006				X_ Director Officer (giv below)	ve title $\frac{109}{\text{below}}$ Oth	% Owner ner (specify	
				If Amendment, Date Original led(Month/Day/Year)			 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 			
BOSTON, MA	A 02118						Person	More than One R	leporting	
(City)	(State)	(Zip)	Tab	le I - Non-	Derivative	Securities A	cquired, Disposed	of, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)2. Transaction Date (Month/Day/Year)2A. Deen Execution any (Month/D		Date, if TransactionAcquired (A) or Code Disposed of (D) ay/Year) (Instr. 8) (Instr. 3, 4 and 5) (A)		(A) or of (D) 4 and 5) (A)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
				Code V	Amount	or (D) Price	(Instr. 3 and 4)			
Reminder: Report	on a separate line	e for each cl	ass of sec	urities bene	-	-	-			
					inforn requi	nation cont red to resp ays a curre	spond to the colle tained in this form ond unless the fo ntly valid OMB co	n are not rm	SEC 1474 (9-02)	

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number	6. Date Exercisable and	7. Title and Amount of	8. Pr
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	nof Derivative	Expiration Date	Underlying Securities	Deriv
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	Secu

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(Instr. 3)	Price of Derivative Security	(M	Ionth/Day/Year)	(Instr. 3	8)	Acquired (A) or Disposed (D) (Instr. 3, and 5)	d of					(Inst
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	\$ 0 <u>(1)</u>	02/06/2006		А		5,241		(2)	(2)	Common Shares	5,241	S

Reporting Owners

Reporting Owner Name / Address	Relationships							
1	Director	10% Owner	Officer	Other				
BAGLEY JAMES W TERADYNE, INC. 321 HARRISON AVENUE BOSTON, MA 02118	Х							
Signatures Eileen Casal, General Counsel, attorney	r of	02	/08/2006					

**Signature of Reporting Person

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).

Date

- (1) Each restricted stock unit (RSU) represents the right to receive one share of Teradyne, Inc. common stock.
- (2) The restricted stock units will vest in full on February 6, 2007.
- (3) Includes a total of 70,500 options to purchase common stock of Teradyne, Inc., 5,241 RSU's, and 11,411 phantom stock units.

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.