

TERADYNE, INC
Form 4
January 30, 2014

FORM 4

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

OMB APPROVAL

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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)
01/28/2014

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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 01/28/2014 | | S | 48,950 D \$ 19.3 (1) | 57,807 | D | |
| Common Stock | 01/28/2014 | | M | 11,522 A \$ 19.19 | 69,329 | D | |
| Common Stock | 01/28/2014 | | F(2) | 3,751 D \$ 19.19 | 65,578 | D | |
| Common Stock | 01/28/2014 | | M | 5,761 A \$ 19.19 | 71,339 | D | |
| Common Stock | 01/28/2014 | | F(2) | 2,452 D \$ 19.19 | 68,887 | D | |

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| | | | | | | | |
|--------------|------------|------|--------|---|----------|--------|---|
| Common Stock | 01/29/2014 | M | 13,652 | A | \$ 18.84 | 82,539 | D |
| Common Stock | 01/29/2014 | F(2) | 6,437 | D | \$ 18.84 | 76,102 | D |
| Common Stock | 01/29/2014 | M | 9,101 | A | \$ 18.84 | 85,203 | D |
| Common Stock | 01/29/2014 | F(2) | 4,292 | D | \$ 18.84 | 80,911 | D |
| Common Stock | 01/29/2014 | S | 6,256 | D | \$ 18.94 | 74,655 | D |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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. I. De. Sec. (In | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Restricted Stock Units | \$ 0 ⁽³⁾ | 01/28/2014 | | M | | ⁽³⁾ | ⁽³⁾ | Common Stock | 11,522 |
| Restricted Stock Units | \$ 0 ⁽⁴⁾ | 01/28/2014 | | M | | ⁽⁴⁾ | ⁽⁴⁾ | Common Stock | 5,761 |
| Restricted Stock Units | \$ 0 ⁽⁵⁾ | 01/29/2014 | | M | | ⁽⁵⁾ | ⁽⁵⁾ | Common Stock | 13,652 |
| Restricted Stock Units | \$ 0 ⁽⁶⁾ | 01/29/2014 | | M | | ⁽⁶⁾ | ⁽⁶⁾ | Common Stock | 9,101 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------|-------|
| | Director | 10% Owner | Officer | Other |
| Beecher Gregory R TERADYNE, INC. 600 RIVERPARK DRIVE NORTH READING, MA 01864 | | | VP and CFO | |

Signatures

/s/ Ryan E. Driscoll, Deputy General Counsel, by power of attorney
 01/30/2014
 **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 \$19.21 to \$19.36 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) Shares/units withheld but not issued to satisfy certain tax withholding obligations.
- (3) Indicates conversion upon vesting of 25% of the performance-based RSU's granted on January 28, 2011. The remaining portion will vest on January 28, 2015.
- (4) Indicates conversion upon vesting of 25% of the time-based Restricted Stock Units (RSU's) granted on January 28, 2011. The remaining portion will vest on January 28, 2015.
- (5) Indicates conversion upon vesting of the final portion of the performance-based RSU's granted on January 29, 2010.
- (6) Indicates conversion upon vesting of the final portion of the time-based RSU's granted on January 29, 2010.

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.