

TERADYNE, INC
Form 4
January 30, 2014

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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Number: 3235-0287
Expires: January 31,
2005
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(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)
01/28/2014

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

President

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)
Common Stock	01/28/2014		M	11,522 A	\$ 19.19	206,420	D
Common Stock	01/28/2014		F(1)	4,399 D	\$ 19.19	202,021	D
Common Stock	01/28/2014		M	5,761 A	\$ 19.19	207,782	D
Common Stock	01/28/2014		F(1)	2,717 D	\$ 19.19	205,065	D
Common Stock	01/29/2014		M	13,652 A	\$ 18.84	218,717	D

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Common Stock	01/29/2014	F ⁽¹⁾	6,437	D	\$ 18.84	212,280	D
Common Stock	01/29/2014	M	9,101	A	\$ 18.84	221,381	D
Common Stock	01/29/2014	F ⁽¹⁾	4,292	D	\$ 18.84	217,089	D

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

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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 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. Title and Amount 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 <u>(2)</u>	01/28/2014		M		11,522		<u>(2)</u>	<u>(2)</u>	Common Stock	11,522
Restricted Stock Units	\$ 0 <u>(3)</u>	01/28/2014		M		5,761		<u>(3)</u>	<u>(3)</u>	Common Stock	5,761
Restricted Stock Units	\$ 0 <u>(4)</u>	01/29/2014		M		13,652		<u>(4)</u>	<u>(4)</u>	Common Stock	13,652
Restricted Stock Units	\$ 0 <u>(5)</u>	01/29/2014		M		9,101		<u>(5)</u>	<u>(5)</u>	Common Stock	9,101

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JAGIELA MARK E TERADYNE, INC.			President	

600 RIVERPARK DRIVE
NORTH READING, MA 01864

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) Shares/units withheld but not issued to satisfy certain tax withholdings obligations.
- (2) Indicates conversion upon vesting of 25% of the performance-based Restricted Stock Units (RSU's) granted on January 28, 2011. The remaining portion of the performance-based RSUs will vest on January 28, 2015.
- (3) Indicates conversion upon vesting of 25% of the time-based Restricted Stock Units (RSU's) granted on January 28, 2011. The remaining portion of the time-based RSU's will vest on January 28, 2015.
- (4) Indicates conversion upon vesting of the final portion of the performance-based RSU's granted on January 29, 2010.
- (5) 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.
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