

BRADLEY MICHAEL A
Form 4
January 27, 2010

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 *
BRADLEY MICHAEL A

(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)
01/25/2010

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)
CEO and President

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 | 01/25/2010 | | M | | 27,288 | A | \$ 0 231,998 | D |
| Common Stock | 01/25/2010 | | F(1) | | 9,011 | D | \$ 0 222,987 | D |
| Common Stock | 01/26/2010 | | M | | 18,783 | A | \$ 0 241,770 | D |
| Common Stock | 01/26/2010 | | F(1) | | 5,964 | D | \$ 0 235,806 | D |
| Common Stock | 01/26/2010 | | M | | 3,732 | A | \$ 0 239,538 | D |

Common Stock 01/26/2010 F⁽¹⁾ 1,185 D \$ 0 238,353 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 Amount of Underlying Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Restricted Stock Units | \$ 0 ⁽²⁾ | 01/25/2010 | | M | 27,288 | ⁽²⁾ ⁽²⁾ | Common Stock | 27,288 |
| Restricted Stock Units | \$ 0 ⁽³⁾ | 01/26/2010 | | M | 18,783 | ⁽³⁾ ⁽³⁾ | Common Stock | 18,783 |
| Restricted Stock Units | \$ 0 ⁽⁴⁾ | 01/26/2010 | | M | 3,732 | ⁽⁴⁾ ⁽⁴⁾ | Common Stock | 3,732 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| BRADLEY MICHAEL A TERADYNE, INC. 600 RIVERPARK DRIVE NORTH READING, MA 01864 | X | | CEO and President | |

Signatures

\s\ Ryan Driscoll, Deputy General Counsel, by power of attorney 01/27/2010

**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) Indicates conversion upon vesting of 25% of the time-based Restricted Stock Units (RSU's) granted on January 25, 2008. The remaining portion will vest in two equal installments annually on the anniversary of the grant.
- (3) Indicates conversion upon vesting of 25% of the time-based RSU's granted on January 26, 2007. The remaining portion of the time-based RSU's will vest on January 26, 2011.
- (4) Indicates conversion upon vesting of 25% of the performance-based RSU's granted on January 26, 2007. The remaining portion of the performance-based RSU's will vest on January 26, 2011.

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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