

Gray Charles Jeffrey  
Form 4  
May 03, 2012

**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

OMB  
Number: 3235-0287  
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2005  
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burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Gray Charles Jeffrey

(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)  
05/01/2012

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 \_\_\_\_ Other (specify  
below) below)  
VP, General Counsel & Secretary

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 Ownership Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D)	Price	
Common Stock	05/01/2012		M		16,812	A \$ 6.29	44,944 D
Common Stock	05/01/2012		S		7,312	D \$ 17.33	37,632 D
Common Stock	05/01/2012		S		6,346	D \$ 17.34	31,286 D
Common Stock	05/01/2012		S		2,854	D \$ 17.35	28,432 D
Common Stock	05/01/2012		S		300	D \$ 17.355	28,132 D

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Common Stock	05/01/2012	M	3,500	A	\$ 6.29	31,632	D
Common Stock	05/01/2012	M	8,125	A	\$ 17.21	39,757	D
Common Stock	05/01/2012	F <sup>(1)</sup>	2,576	D	\$ 17.21	37,181	D
Common Stock	05/02/2012	S	1,450	D	\$ 16.97	35,731	D
Common Stock	05/02/2012	S	700	D	\$ 16.98	35,031	D
Common Stock	05/02/2012	S	600	D	\$ 16.981	34,431	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 Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount
Non-qualified Stock Option (Right to Buy)	\$ 6.29	05/01/2012		M		16,812		05/01/2010 <sup>(2)</sup>	05/01/2016	Common Stock	1,000,000
Non-qualified Stock Option (Right to Buy)	\$ 6.29	05/01/2012		M		3,500		05/01/2010 <sup>(2)</sup>	05/01/2016	Common Stock	1,000,000
Restricted Stock Units	\$ 0 <sup>(3)</sup>	05/01/2012		M		8,125		<sup>(3)</sup>	<sup>(3)</sup>	Common Stock	1,000,000

## Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

## Edgar Filing: Gray Charles Jeffrey - Form 4

Director   10% Owner   Officer

Other

Gray Charles Jeffrey  
TERADYNE, INC.  
600 RIVERPARK DRIVE  
NORTH READING, MA 01864

VP, General Counsel & Secretary

## Signatures

/s/ Ryan E. Driscoll, Deputy General Counsel, by power of  
attorney

05/03/2012

\_\_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) 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, May 1, 2010.
- (3) Indicates conversion upon vesting of 25% of the time-based Restricted Stock Units (RSU's) granted on May 1, 2009. The remaining portion of the time-based RSU's will vest on May 1, 2013.

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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