

Vahey Walter G.
Form 4
February 01, 2018

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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(Print or Type Responses)

1. Name and Address of Reporting Person *
Vahey Walter G.

(Last) (First) (Middle)

2 WARE ROAD

(Street)

WINCHESTER, MA 01890

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

TERADYNE, INC [TER]

3. Date of Earliest Transaction
(Month/Day/Year)

01/30/2018

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, Systems Test Group

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	01/30/2018		F(1)	7,197 D	\$ 46.33	54,894	D
Common Stock	01/30/2018		M	2,624 A	\$ 46.33	41,817	D
Common Stock	01/30/2018		M	20,274 A	\$ 46.33	62,091	D
Common Stock	01/30/2018		F(1)	773 D	\$ 46.33	54,121	D

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

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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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Share
Restricted Stock Units	\$ 0 ⁽²⁾	01/30/2018		M			20,274	⁽²⁾	⁽²⁾	Common Stock	20,274
Restricted Stock Units	\$ 0 ⁽³⁾	01/30/2018		M			2,624	⁽³⁾	⁽³⁾	Common Stock	2,624
Restricted Stock Units	\$ 0 ⁽⁴⁾	01/30/2018		A		20,274		⁽⁵⁾	⁽⁵⁾	Common Stock	20,274

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Vahey Walter G. 2 WARE ROAD WINCHESTER, MA 01890	President, Systems Test Group

Signatures

/s/ Ryan E. Driscoll, Deputy General Counsel, by power of attorney 02/01/2018

**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 100% of performance-based Restricted Stock Units (RSU's) granted on January 30, 2018.
- (3)

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Indicates conversion upon vesting of 25% of the time-based RSU's granted on January 30, 2015. The remaining portion will vest on January 30, 2019.

- (4) Each RSU represents the right to receive one share of Teradyne, Inc. common stock.
- (5) These are performance-based RSU's granted on January 30, 2015. The number of performance-based RSU's was determined on January 30, 2018 and vest in full on January 30, 2018.

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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