

Gray Charles Jeffrey  
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**

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
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)  
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)  
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)
Common Stock	01/30/2018		M	3,564 A	\$ 46.33 37,057	D	
Common Stock	01/30/2018		F <sup>(1)</sup>	1,585 D	\$ 46.33 35,472	D	
Common Stock	01/30/2018		F <sup>(1)</sup>	11,234 D	\$ 46.33 51,767	D	
Common Stock	01/30/2018		M	27,529 A	\$ 46.33 63,001	D	
Common Stock	01/31/2018		S	6,372 D	\$ 46.77 45,395	D	

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Common Stock	01/31/2018	S	95	D	\$ 45.85	45,300	D
Common Stock	01/31/2018	S	16,200	D	\$ 45.865	29,100	D
Common Stock	01/31/2018	M	3,640	A	\$ 18.1	32,740	D
Common Stock	01/31/2018	S	3,640	D	\$ 46.77	29,100	D
Common Stock	01/31/2018	M	2,629	A	\$ 28.56	31,729	D
Common Stock	01/31/2018	S	2,629	D	\$ 46.77	29,100	D
Common Stock	01/31/2018	M	3,302	A	\$ 19.43	32,402	D
Common Stock	01/31/2018	S	3,302	D	\$ 46.77	29,100	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 Underlying (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Restricted Stock Units	\$ 0 <u>(2)</u>	01/30/2018		M			3,564	<u>(2)</u>	<u>(2)</u>	Common Stock
Restricted Stock Units	\$ 0 <u>(3)</u>	01/30/2018		A		27,529		<u>(4)</u>	<u>(4)</u>	Common Stock
Restricted Stock Units	\$ 0 <u>(5)</u>	01/30/2018		M			27,529	<u>(5)</u>	<u>(5)</u>	Common Stock
Non-qualified Stock Option (Right to Buy)	\$ 18.1	01/31/2018		M			3,640	01/30/2016 <u>(6)</u>	01/30/2022	Common Stock
	\$ 28.56	01/31/2018		M			2,629	01/27/2018 <sup>(7)</sup>	01/27/2024	

Non-qualified  
Stock Option  
(Right to Buy)

Common  
Stock

Non-qualified  
Stock Option \$ 19.43 01/31/2018 M 3,302 01/29/2017<sup>(8)</sup> 01/29/2023  
(Right to Buy)

Common  
Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	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 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 25% of the time-based Restricted Stock Units (RSU's) granted on January 30, 2015. The remaining portion will vest on January 30, 2019.
- (3) Each RSU represents the right to receive one share of Teradyne, Inc. common stock.
- (4) 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.
- (5) Indicates conversion upon vesting of 100% of performance-based RSU's granted on January 30, 2018.
- (6) 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, January 30, 2016.
- (7) 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, January 27, 2018.
- (8) 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, January 29, 2017.

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.