

Vahey Walter G.  
Form 4  
April 29, 2019

**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)  
04/26/2019

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-----------------------------------------|
| Common<br>Stock                       | 04/26/2019                              |                                                             | M                                       | V Amount (A) or (D) Price<br>2,072 A \$ 19.16                           | 79,578                                                                                                             | D                                                                    |                                         |
| Common<br>Stock                       | 04/26/2019                              |                                                             | S                                       | 2,072 D \$ 48.77<br>(1)                                                 | 77,506                                                                                                             | D                                                                    |                                         |
| Common<br>Stock                       | 04/26/2019                              |                                                             | M                                       | 5,362 A \$ 18.1                                                         | 82,868                                                                                                             | D                                                                    |                                         |
| Common<br>Stock                       | 04/26/2019                              |                                                             | S                                       | 5,362 D \$ 48.75<br>(2)                                                 | 77,506                                                                                                             | D                                                                    |                                         |
|                                       | 04/26/2019                              |                                                             | M                                       | 3,576 A                                                                 | 81,082                                                                                                             | D                                                                    |                                         |

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|              |            |   |       |   |                 |        |   |
|--------------|------------|---|-------|---|-----------------|--------|---|
| Common Stock |            |   |       |   | \$ 28.56        |        |   |
| Common Stock | 04/26/2019 | S | 3,576 | D | \$ 48.73<br>(3) | 77,506 | D |
| Common Stock | 04/26/2019 | M | 4,812 | A | \$ 19.43        | 82,318 | D |
| Common Stock | 04/26/2019 | S | 4,812 | D | \$ 48.73<br>(4) | 77,506 | 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 (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                                                       |
| Non-qualified Stock Option (Right to Buy)  | \$ 19.16                                               | 04/26/2019                           |                                                    | M                              | 2,072                                                                          | 01/24/2015 <sup>(5)</sup> 01/24/2021                     | Common Stock 2                                              |
| Non-qualified Stock Option (Right to Buy)  | \$ 18.1                                                | 04/26/2019                           |                                                    | M                              | 5,362                                                                          | 01/30/2016 <sup>(6)</sup> 01/30/2022                     | Common Stock 5                                              |
| Non-qualified Stock Option (Right to Buy)  | \$ 28.56                                               | 04/26/2019                           |                                                    | M                              | 3,576                                                                          | 01/27/2018 <sup>(7)</sup> 01/27/2024                     | Common Stock 3                                              |
| Non-qualified Stock Option (Right to Buy)  | \$ 19.43                                               | 04/26/2019                           |                                                    | M                              | 4,812                                                                          | 01/29/2017 <sup>(8)</sup> 01/29/2023                     | Common Stock 4                                              |

## Reporting Owners

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

## Signatures

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

04/29/2019

\_\_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).
- The reported price is based on a weighted average of multiple same-day transactions with prices ranging from \$48.73 to \$48.78 per share.
- (1) Full information regarding the number of shares sold at each separate price is available to the Securities and Exchange Commission staff, the Issuer or any security holder of the Issuer upon request.
- The reported price is based on a weighted average of multiple same-day transactions with prices ranging from \$48.73 to \$48.79 per share.
- (2) Full information regarding the number of shares sold at each separate price is available to the Securities and Exchange Commission staff, the Issuer or any security holder of the Issuer upon request.
- The reported price is based on a weighted average of multiple same-day transactions with prices ranging from \$48.70 to \$48.79 per share.
- (3) Full information regarding the number of shares sold at each separate price is available to the Securities and Exchange Commission staff, the Issuer or any security holder of the Issuer upon request.
- The reported price is based on a weighted average of multiple same-day transactions with prices ranging from \$48.70 to \$48.79 per share.
- (4) Full information regarding the number of shares sold at each separate price is available to the Securities and Exchange Commission staff, the Issuer or any security holder of the Issuer upon request.
- (5) 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 24, 2015.
- (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.

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