

VALLEE ROY  
Form 4/A  
February 07, 2008

**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 \*  
**VALLEE ROY**

(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)

**02/04/2008**

4. If Amendment, Date Original  
Filed(Month/Day/Year)

**02/05/2008**

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner  
☐ Officer (give title below) ☐ Other (specify  
below)

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<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<br>Acquired (A) or<br>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>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|---|---|---|--|--|--|---|
|                                       |   |   |   | (A)<br>or<br>(D)   |  |  |   |
|                                       |   |   |   | Code V Amount (D) Price  |  |  |   |
| Common<br>Stock                       |   |   |   |  | 7,241  | 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  
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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)**

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| 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 Shares |
| Restricted Stock Units                     | \$ 0 <u>(1)</u>  | 02/04/2008                           |  | A                              |   | 9,804  |     | <u>(2)</u>  | <u>(2)</u>      | Common Stock | 9,804                      |
| Restricted Stock Units                     | \$ 0 <u>(4)</u>  | 02/05/2008                           |  | M                              |   | 6,575  |     | <u>(4)</u>  | <u>(4)</u>      | Common Stock | 6,575                      |
| Phantom Stock Units                        | \$ 0 <u>(5)</u>  | 02/05/2008                           |  | M                              |   | 6,575  |     | <u>(5)</u>  | <u>(5)</u>      | Common Stock | 6,575                      |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| VALLEE ROY<br>TERADYNE, INC.<br>600 RIVERPARK DRIVE<br>NORTH READING,, MA 01864 | X             |           |         |       |

## Signatures

\s\Eileen Casal, General Counsel, by power of attorney

02/07/2008

\*\*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) Each Restricted Stock Unit (RSU) represents the right to receive one share of Teradyne, Inc. common stock.
- (2) These RSU's were issued under the Teradyne, Inc. 2006 Equity and Compensation Incentive Plan, are time-based and will vest in full on February 4, 2009.
- (3) Does not include a total of 86,862 options to purchase common stock of Teradyne, Inc., a portion of which are Phantom Stock Units (PSU's).
- (4) Indicates conversion upon vesting of 100% of time-based RSU's granted on February 5, 2007, under the Teradyne, Inc. 2006 Equity and Cash Compensation Incentive Plan.
- (5) At the election of the reporting person, upon vesting of the RSU's, the shares were converted into PSU's pursuant to the Teradyne, Inc. Deferral Plan for Non-Employee Directors (Restated on May 25, 2006). The PSU's are to be settled one-for-one in the Issuer's common

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stock generally within ninety (90) days of the date the non-employee director no longer serves as such.

(6) Does not include a total of 79,500 options to purchase common stock of Teradyne, Inc. or 9,804 RSU's.

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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