## Edgar Filing: TERADYNE, INC - Form 4

TED ADVALE INC

Form 4	, INC									
February 02,	2010									
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION								PPROVAL		
Check this	s box		Was	hington,	D.C. 205	49			Number:	3235-0287
if no long subject to Section 16 Form 4 or Form 5 obligation may conti <i>See</i> Instru	er <b>STATEM</b> 6. Filed purst <sup>18</sup> Section 17(a)	CMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES ursuant to Section 16(a) of the Securities Exchange Act of 1934, 7(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940					e Act of 1934, f 1935 or Sectio	Expires: January 31, 2005 Estimated average burden hours per response 0.5		
1(b). (Print or Type R	esponses)									
<ol> <li>Name and Address of Reporting Person <u>*</u> Beecher Gregory R</li> </ol>			2. Issuer Name <b>and</b> Ticker or Trading Symbol TERADYNE, INC [TER]					5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(			<ul><li>3. Date of Earliest Transaction</li><li>(Month/Day/Year)</li><li>01/29/2010</li></ul>					Director 10% Owner X Officer (give title Other (specify below) below) VP and CFO		
	(Street)			ndment, Dat th/Day/Year)	-			6. Individual or Jo Applicable Line) _X_ Form filed by 0 Form filed by N		erson
NORTH RE	ADING, MA 018	64						Person		porting
(City)	(State) (Z	Zip)	Table	e I - Non-D	erivative S	ecurit	ies Acq	uired, Disposed of	, or Beneficial	lly Owned
1.Title of Security (Instr. 3)2. Transaction Date (Month/Day/Year)2A. Deemed Execution Date, if any (Month/Day/Year)		Date, if	Code (D)				Securities Deneficially ( Owned Deneficially ( Following ( Reported Deneficial Content of the second	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
G				Code V	Amount	or (D)	Price	Transaction(s) (Instr. 3 and 4)		
Common Stock	01/30/2010			М	20,750	А	\$0	86,995	D	
Common Stock	02/01/2010			F <u>(1)</u>	6,589	D	\$0	80,406	D	

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

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#### 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. 5. Number of TransactiorDerivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Ar Underlying Se (Instr. 3 and 4)
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title I
Restricted Stock Units	\$ 0 <u>(2)</u>	01/30/2010		М	20,750	(2)	(2)	Common Stock
Restricted Stock Units	\$ 0 <u>(3)</u>	01/29/2010		А	36,403	(4)	<u>(4)</u>	Common Stock
Non-Qualified Stock Option (Right to Buy)	\$ 9.34	01/29/2010		А	62,195	01/29/2011(5)	01/29/2020	Common Stock

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Beecher Gregory R TERADYNE, INC. 600 RIVERPARK DRIVE NORTH READING, MA 01864			VP and CFO				
Signatures							
	10	1 1	C				

/s/ Ryan Driscoll, Deputy General Counsel, by power of attorney	02/02/2010
**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.
- Indicates conversion upon vesting of 25% of the time-based Restricted Stock Units (RSU's) granted on January 30, 2009. The remaining (2)portion will vest in three equal installments annually on the anniversary of the grant.
- Each RSU represents the right to receive one share of Teradne, Inc. common stock. (3)
- These RSU's were issued under Teradyne's 2006 Equity and Cash Compensation Incentive Plan, are time-based, and will vest in four (4) equal installments beginning on January 29, 2011.
- This option is granted under Teradyne's 2006 Equity and Cash Compensation Incentive Plan and is exercisable at the rate of 25% per (5) year, commencing on the date of the first anniversary of the grant, January 29, 2011.

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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.