

Smith Gregory Stephen
 Form 4
 January 31, 2019

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Smith Gregory Stephen

(Last) (First) (Middle)

1 HUCKLEBERRY ROAD

(Street)

HOPKINTON, MA 01748

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 TERADYNE, INC [TER]

3. Date of Earliest Transaction (Month/Day/Year)
 01/29/2019

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

President, Semiconductor Test

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 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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	01/29/2019		M		2,445	A	\$ 36.34
Common Stock	01/29/2019		F(1)		714	D	\$ 36.34
Common Stock	01/30/2019		M		11,674	A	\$ 36.34
Common Stock	01/30/2019		F(1)		3,433	D	\$ 36.34
Common Stock	01/30/2019		M		12,224	A	\$ 36.34

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Common Stock	01/30/2019	F ⁽¹⁾	4,032	D	\$ 36.34	29,474	D
Common Stock	01/30/2019	M	2,763	A	\$ 36.9	32,237	D
Common Stock	01/30/2019	F ⁽¹⁾	1,227	D	\$ 36.9	31,010	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. 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)	
					V	(A)	(D)	Date Exercisable		Expiration Date
Restricted Stock Units	\$ 0 ⁽²⁾	01/29/2019		M		2,445	⁽²⁾	⁽²⁾	Common Stock	2,445
Restricted Stock Units	\$ 0 ⁽³⁾	01/29/2019		A	23,898		⁽⁴⁾	⁽⁴⁾	Common Stock	23,898
Restricted Stock Units	\$ 0 ⁽⁵⁾	01/30/2019		M		11,674	⁽⁵⁾	⁽⁵⁾	Common Stock	11,674
Restricted Stock Units	\$ 0 ⁽⁵⁾	01/30/2019		M		12,224	⁽⁵⁾	⁽⁵⁾	Common Stock	12,224
Restricted Stock Units	\$ 0 ⁽⁶⁾	01/30/2019		M		2,763	⁽⁶⁾	⁽⁶⁾	Common Stock	2,763

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Smith Gregory Stephen
1 HUCKLEBERRY ROAD
HOPKINTON, MA 01748

President, Semiconductor Test

Signatures

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

01/31/2019

**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).
- (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 29, 2016. The remaining portion will vest on January 29, 2020.
- (3) Each Restricted Stock Unit (RSU) represents the right to receive one share of Teradyne, Inc. common stock.
- (4) These are performance-based RSU's granted on January 29, 2016. The number of performance-based RSU's was determined on January 29, 2019 and vest in full on January 29, 2019.
- (5) Indicates conversion upon vesting of 100% of performance-based RSU's granted on January 29, 2016.
- (6) Indicates conversion upon vesting of the final 25% of the time-based RSU's granted on January 30, 2015.

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.