

Gray Charles Jeffrey  
 Form 4  
 February 01, 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 \*  
 Gray Charles Jeffrey

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
 TERADYNE, INC., 600 RIVERPARK DRIVE  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 01/31/2019

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 VP, General Counsel & Secretary

NORTH READING, MA 01864  
 (City) (State) (Zip)

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

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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	01/31/2019		S	23,584	D 36.69 (1)	35,415	D
Common Stock	01/31/2019		M	3,640	A \$ 18.1	39,055	D
Common Stock	01/31/2019		S	3,640	D 36.69 (2)	35,415	D
Common Stock	01/31/2019		M	2,630	A \$ 28.56	38,045	D
	01/31/2019		S	2,630	D	35,415	D

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Common Stock						\$ 36.69 <u>(3)</u>		
Common Stock	01/31/2019		M	3,302	A	\$ 19.43	38,717	D
Common Stock	01/31/2019		S	3,302	D	\$ 36.69 <u>(4)</u>	35,415	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 Amount of Underlying Security (Instr. 3 and 4)		
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)
Non-qualified Stock Option (Right to Buy)	\$ 18.1	01/31/2019		M	3,640	01/30/2016 <sup>(5)</sup>	01/30/2022	Common Stock	3
Non-qualified Stock Option (Right to Buy)	\$ 28.56	01/31/2019		M	2,630	01/27/2018 <sup>(6)</sup>	01/27/2024	Common Stock	2
Non-qualified Stock Option (Right to Buy)	\$ 19.43	01/31/2019		M	3,302	01/29/2017 <sup>(7)</sup>	01/29/2023	Common Stock	3

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Gray Charles Jeffrey TERADYNE, INC.			VP, General Counsel & Secretary	

600 RIVERPARK DRIVE  
NORTH READING, MA 01864

## Signatures

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

02/01/2019

\_\_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 \$36.49 to \$36.92 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 \$36.35 to \$36.88 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 \$36.35 to \$36.88 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 \$36.35 to \$36.88 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 30, 2016.

(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 27, 2018.

(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 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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