

Smith Gregory Stephen
Form 4
January 31, 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

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(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
__X__ Officer (give title below) ____ Other (specify
below)

President, Semiconductor Test

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 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)
Common Stock	01/29/2019		M	2,445 A	\$ 36.34	13,755	D
Common Stock	01/29/2019		F(1)	714 D	\$ 36.34	13,041	D
Common Stock	01/30/2019		M	11,674 A	\$ 36.34	24,715	D
Common Stock	01/30/2019		F(1)	3,433 D	\$ 36.34	21,282	D
Common Stock	01/30/2019		M	12,224 A	\$ 36.34	33,506	D

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Common Stock	01/30/2019	<u>F</u> ⁽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	<u>F</u> ⁽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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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 Securities (Instr. 3 and 4)				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	\$ 0 <u>(2)</u>	01/29/2019		M			2,445	<u>(2)</u>	<u>(2)</u>	Common Stock	2,445
Restricted Stock Units	\$ 0 <u>(3)</u>	01/29/2019		A		23,898		<u>(4)</u>	<u>(4)</u>	Common Stock	23,898
Restricted Stock Units	\$ 0 <u>(5)</u>	01/30/2019		M			11,674	<u>(5)</u>	<u>(5)</u>	Common Stock	11,674
Restricted Stock Units	\$ 0 <u>(5)</u>	01/30/2019		M			12,224	<u>(5)</u>	<u>(5)</u>	Common Stock	12,224
Restricted Stock Units	\$ 0 <u>(6)</u>	01/30/2019		M			2,763	<u>(6)</u>	<u>(6)</u>	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.