

Gray Charles Jeffrey
 Form 4
 January 31, 2019

FORM 4

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

OMB APPROVAL

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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

(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)
 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)
 VP, General Counsel & Secretary

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		3,603	A	\$ 36.34
Common Stock	01/29/2019		F(1)		1,054	D	\$ 36.34
Common Stock	01/30/2019		M		17,204	A	\$ 36.34
Common Stock	01/30/2019		F(1)		5,058	D	\$ 36.34
Common Stock	01/30/2019		M		18,014	A	\$ 36.34

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Common Stock	01/30/2019	F ⁽¹⁾	7,638	D	\$ 36.34	57,018	D
Common Stock	01/30/2019	M	3,564	A	\$ 36.9	60,582	D
Common Stock	01/30/2019	F ⁽¹⁾	1,583	D	\$ 36.9	58,999	D

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

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(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)	
					V	(A)	(D)	Date Exercisable		Expiration Date
Restricted Stock Units	\$ 0 ⁽²⁾	01/29/2019		M		3,603	⁽²⁾	⁽²⁾	Common Stock	3,603
Restricted Stock Units	\$ 0 ⁽³⁾	01/29/2019		A		35,218	⁽⁴⁾	⁽⁴⁾	Common Stock	35,218
Restricted Stock Units	\$ 0 ⁽⁵⁾	01/30/2019		M		17,204	⁽⁵⁾	⁽⁵⁾	Common Stock	17,204
Restricted Stock Units	\$ 0 ⁽⁵⁾	01/30/2019		M		18,014	⁽⁵⁾	⁽⁵⁾	Common Stock	18,014
Restricted Stock Units	\$ 0 ⁽⁶⁾	01/30/2019		M		3,564	⁽⁶⁾	⁽⁶⁾	Common Stock	3,564

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Gray Charles Jeffrey
TERADYNE, INC.
600 RIVERPARK DRIVE
NORTH READING, MA 01864

VP, General Counsel & Secretary

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.

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