

Beecher Gregory R  
Form 4  
February 01, 2018

# 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

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Beecher Gregory R

(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)  
01/30/2018

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)  
VP and CFO

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 01/30/2018                              |                                                             | F <sup>(1)</sup>                        | 25,612 D                                                                | \$<br>46.33                                                                                                        | 77,676                                                               | D                                                                 |
| Common<br>Stock                       | 01/30/2018                              |                                                             | M                                       | 57,618 A                                                                | \$<br>46.33                                                                                                        | 103,288                                                              | D                                                                 |
| Common<br>Stock                       | 01/30/2018                              |                                                             | S                                       | 45,670 D                                                                | \$<br>46.57<br>(2)                                                                                                 | 32,006                                                               | D                                                                 |
| Common<br>Stock                       | 01/30/2018                              |                                                             | M                                       | 5,959 A                                                                 | \$<br>19.16                                                                                                        | 37,965                                                               | D                                                                 |
| Common<br>Stock                       | 01/30/2018                              |                                                             | S                                       | 5,959 D                                                                 | \$<br>46.57                                                                                                        | 32,006                                                               | D                                                                 |

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(2)

|              |            |                  |       |   |          |        |   |
|--------------|------------|------------------|-------|---|----------|--------|---|
| Common Stock | 01/30/2018 | M                | 7,619 | A | \$ 18.1  | 39,625 | D |
| Common Stock | 01/30/2018 | S                | 7,619 | D | \$ 46.57 | 32,006 | D |
| Common Stock | 01/30/2018 | M                | 5,259 | A | \$ 28.56 | 37,265 | D |
| Common Stock | 01/30/2018 | S                | 5,259 | D | \$ 46.57 | 32,006 | D |
| Common Stock | 01/30/2018 | M                | 6,793 | A | \$ 19.43 | 38,799 | D |
| Common Stock | 01/30/2018 | S                | 6,793 | D | \$ 46.57 | 32,006 | D |
| Common Stock | 01/30/2018 | M                | 7,735 | A | \$ 46.33 | 39,741 | D |
| Common Stock | 01/30/2018 | F <sup>(1)</sup> | 3,439 | D | \$ 46.33 | 36,302 | 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 Underlying (Instr. 3 and 4) |                 |              |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|--------|------------------------------------------|-----------------|--------------|
|                                            |                                                        |                                      |                                                    | Code                           | V                                                                                       | (A)                                                      | (D)    | Date Exercisable                         | Expiration Date | Title        |
| Restricted Stock Units                     | \$ 0 <sup>(3)</sup>                                    | 01/30/2018                           |                                                    | M                              |                                                                                         |                                                          | 57,618 | <sup>(4)</sup>                           | <sup>(4)</sup>  | Common Stock |
| Non-qualified Stock Option (Right to Buy)  | \$ 19.16                                               | 01/30/2018                           |                                                    | M                              |                                                                                         |                                                          | 5,959  | 01/24/2015 <sup>(5)</sup>                | 01/24/2021      | Common Stock |
|                                            | \$ 18.1                                                | 01/30/2018                           |                                                    | M                              |                                                                                         |                                                          | 7,619  | 01/30/2016 <sup>(6)</sup>                | 01/30/2022      |              |

|                                                 |                      |            |   |        |                           |                 |  |                 |
|-------------------------------------------------|----------------------|------------|---|--------|---------------------------|-----------------|--|-----------------|
| Non-qualified<br>Stock Option<br>(Right to Buy) |                      |            |   |        |                           |                 |  | Common<br>Stock |
| Non-qualified<br>Stock Option<br>(Right to Buy) | \$ 28.56             | 01/30/2018 | M | 5,259  | 01/27/2018 <sup>(7)</sup> | 01/27/2024      |  | Common<br>Stock |
| Non-qualified<br>Stock Option<br>(Right to Buy) | \$ 19.43             | 01/30/2018 | M | 6,793  | 01/29/2017 <sup>(8)</sup> | 01/29/2023      |  | Common<br>Stock |
| Restricted<br>Stock Units                       | \$ 0 <sup>(9)</sup>  | 01/30/2018 | M | 7,735  | <sup>(9)</sup>            | <sup>(9)</sup>  |  | Common<br>Stock |
| Restricted<br>Stock Units                       | \$ 0 <sup>(10)</sup> | 01/30/2018 | A | 57,618 | <sup>(10)</sup>           | <sup>(10)</sup> |  | Common<br>Stock |

## Reporting Owners

| Reporting Owner Name / Address                                                        | Relationships |           |            |       |
|---------------------------------------------------------------------------------------|---------------|-----------|------------|-------|
|                                                                                       | Director      | 10% Owner | Officer    | Other |
| Beecher Gregory R<br>TERADYNE, INC.<br>600 RIVERPARK DRIVE<br>NORTH READING, MA 01864 |               |           | VP and CFO |       |

## Signatures

/s/ Ryan E. Driscoll, Deputy General Counsel, by power of attorney 02/01/2018

\_\_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) The reported price is based on a weighted average of multiple same-day transactions with prices ranging from \$46.42 to \$46.97 per share. Full information regarding the number of shares sold at each separate price is available to the Securities and Exchange Commission staff, the Issuer and any security holder of the Issuer upon request.
- (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 30, 2015. The number of performance-based RSU's was determined on January 30, 2018 and vest in full on January 30, 2018.
- (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 24, 2015.
- (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 30, 2016.
- (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 27, 2018.
- (8)

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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.

- (9) Indicates conversion upon vesting of 25% of the time-based RSU's granted on January 30, 2015. The remaining portion will vest on January 30, 2019.

- (10) Indicates conversion upon vesting of 100% of performance-based RSU's granted on January 30, 2018.

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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