

BRADLEY MICHAEL A  
Form 4  
February 17, 2012

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL  
OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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 \*  
BRADLEY MICHAEL A

(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)  
02/15/2012

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)  
CEO and President

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	(D)	Price
Common Stock	02/15/2012		S		200	D	\$ 17.03
Common Stock	02/15/2012		M		6,700	A	\$ 4.81
Common Stock	02/15/2012		S		6,700	D	\$ 17.03
Common Stock	02/16/2012		S		57,330	D	\$ 17.03
Common Stock	02/16/2012		M		53,300	A	\$ 4.81

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Common Stock	02/16/2012	S	53,300	D	\$ 17.03	324,829	D
Common Stock	02/16/2012	M	60,000	A	\$ 4.81	384,829	D
Common Stock	02/16/2012	S	33,845	D	\$ 17.35	350,984	D
Common Stock	02/16/2012	S	200	D	\$ 17.3501	350,784	D
Common Stock	02/16/2012	S	300	D	\$ 17.3509	350,484	D
Common Stock	02/16/2012	S	300	D	\$ 17.3511	350,184	D
Common Stock	02/16/2012	S	400	D	\$ 17.3518	349,784	D
Common Stock	02/16/2012	S	11,600	D	\$ 17.355	338,184	D
Common Stock	02/16/2012	S	7,655	D	\$ 17.36	330,529	D
Common Stock	02/16/2012	S	300	D	\$ 17.3609	330,229	D
Common Stock	02/16/2012	S	500	D	\$ 17.3611	329,729	D
Common Stock	02/16/2012	S	300	D	\$ 17.3618	329,429	D
Common Stock	02/16/2012	S	4,600	D	\$ 17.365	324,829	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)
				Code	V (A) (D)	Date Exercisable	Title

						Expiration Date	
Non-qualified Stock Option (Right to Buy)	\$ 4.81	02/15/2012	M	6,700	01/30/2010 <sup>(1)</sup>	01/30/2016	Common Stock
Non-qualified Stock Option (Right to Buy)	\$ 4.81	02/16/2012	M	53,300	01/30/2010 <sup>(1)</sup>	01/30/2016	Common Stock
Non-qualified Stock Option (Right to Buy)	\$ 4.81	02/16/2012	M	60,000	01/30/2010 <sup>(1)</sup>	01/30/2016	Common Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BRADLEY MICHAEL A TERADYNE, INC. 600 RIVERPARK DRIVE NORTH READING, MA 01864	X		CEO and President	

## Signatures

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

02/17/2012

\_\_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) 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, 2010.

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.