

Vahey Walter G.
Form 3
July 09, 2012

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Vahey Walter G. | | (Month/Day/Year) | TERADYNE, INC [TER] | |
| (Last) | (First) | (Middle) | 07/01/2012 | |
| 2 WARE ROAD | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| WINCHESTER,Â MAÂ 01890 | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | (give title below) (specify below) | <input type="checkbox"/> Form filed by More than One Reporting Person |
| | | | President, Systems Test Group | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock | 29,056 | D | Â |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
| | Date Exercisable | Expiration Date | Title | Amount or Number of | |

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| | | | | Shares | | (I) (Instr. 5) | |
|------------------------|-------|-------|--------------|--------|----------|-------------------|---|
| Restricted Stock Units | Â (1) | Â (1) | Common Stock | 8,003 | \$ 0 (2) | D | Â |
| Restricted Stock Units | Â (3) | Â (3) | Common Stock | 9,768 | \$ 0 (2) | D | Â |
| Restricted Stock Units | Â (4) | Â (4) | Common Stock | 10,193 | \$ 0 (2) | D | Â |
| Restricted Stock Units | Â (5) | Â (5) | Common Stock | 14,750 | \$ 0 (2) | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Vahey Walter G. 2 WARE ROAD WINCHESTER,Â MAÂ 01890 | Â | Â | Â President, Systems Test Group | Â |

Signatures

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

07/09/2012

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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).

These time-based Restricted Stock Units (RSUs) were granted under Teradyne's 2006 Equity and Cash Compensation Incentive Plan on (1) January 30, 2009 and vest in four equal installments beginning on January 30, 2010. The remaining portion of the time-based RSU's will vest on January 30, 2013.

(2) Each RSU represents the right to receive one share of Teradyne, Inc. common stock.

These time-based RSU's were granted under Teradyne's 2006 Equity and Cash Compensation Incentive Plan on January 29, 2010 and (3) vest in four equal installments beginning on January 29, 2011. The remaining portion will vest in two equal installments annually on the anniversary of the grant.

These time-based RSU's were granted under Teradyne's 2006 Equity and Cash Compensation Incentive Plan on January 28, 2011 and (4) vest in four equal installments beginning on January 28, 2012. The remaining portion will vest in three equal installments annually on the anniversary of the grant.

(5) These time-based RSU's were granted under Teradyne's 2006 Equity and Cash Compensation Incentive Plan on January 27, 2012 and will vest in four equal installments annually beginning on January 27, 2013.

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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