TERADYNE, INC
Form 4
January 28, 2014

FORM 4

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

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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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(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)
01/24/2014

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,General Counsel & Secretary

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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	01/25/2014		M		6,944	A	$ 18.92	50,147	D	
Common Stock	01/25/2014		M		3,472	A	$ 18.92	53,619	D	
Common Stock	01/27/2014		M		6,284	A	$ 18.92	59,903	D	
Common Stock	01/27/2014		F(1)		2,046	D	$ 18.92	57,857	D	
Common Stock	01/27/2014		F(1)		2,525	D	$ 18.92	55,332	D	

Common Stock	01/27/2014	M	3,142	A	$ 18.92	58,474	D
Common Stock	01/27/2014	F[1]	1,023	D	$ 18.92	57,451	D
Common Stock	01/27/2014	F[1]	1,106	D	$ 18.92	56,345	D

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

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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
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Restricted Stock Units	$ 0 [2]	01/24/2014		A		13,071		[3]	[3]	Common Stock
Non-qualified Stock Option (Right to Buy)	$ 19.16	01/24/2014		A		11,404		01/24/2015[4]	01/24/2021	Common Stock
Restricted Stock Units	$ 0 [5]	01/25/2014		M			6,944	[5]	[5]	Common Stock
Restricted Stock Units	$ 0 [6]	01/25/2014		M			3,472	[6]	[6]	Common Stock
Restricted Stock Units	$ 0 [7]	01/27/2014		M			6,284	[7]	[7]	Common Stock
Restricted Stock Units	$ 0 [8]	01/27/2014		M			3,142	[8]	[8]	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Gray Charles Jeffrey TERADYNE, INC.			VP,General Counsel & Secretary	

600 RIVERPARK DRIVE
NORTH READING, MA 01864

Signatures

/s/ Ryan E. Driscoll, Deputy General Counsel, by power of attorney	01/28/2014
**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) Each RSU represents the right to receive one share of Teradyne, Inc. common stock.

(3) These RSU's were issued under Teradyne's 2006 Equity and Cash Compensation Incentive Plan, are time-based, and will vest in four equal installments beginning on January 24, 2015.

(4) 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.

(5) Indicates conversion upon vesting of 25% of the performance-based Restricted Stock Units (RSU's) granted on January 25, 2013. The remaining portion will vest in three equal installments annually on the anniversary of the grant.

(6) Indicates conversion upon vesting of 25% of the time-based Restricted Stock Units (RSU's) granted on January 25, 2013. The remaining portion will vest in three equal installments annually on the anniversary of the grant.

(7) Indicates conversion upon vesting of 25% of the performance-based Restricted Stock Units (RSU's) granted on January 27, 2012. The remaining portion will vest in two equal installments annually on the anniversary of the grant.

(8) Indicates conversion upon vesting of 25% of the time-based Restricted Stock Units (RSU's) granted on January 27, 2012. The remaining portion will vest in two equal installments annually on the anniversary of the grant.

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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