

TERADYNE, INC  
Form 4  
January 27, 2015

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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).

**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 \*  
Vahey Walter G.

(Last) (First) (Middle)

2 WARE ROAD

(Street)

WINCHESTER, MA 01890

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
TERADYNE, INC [TER]

3. Date of Earliest Transaction  
(Month/Day/Year)  
01/26/2015

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)

President, Systems Test Group

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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	01/26/2015		M	5,496 A \$ 19.36	40,164	D	
Common Stock	01/26/2015		F(1)	1,894 D \$ 19.36	38,270	D	
Common Stock	01/26/2015		M	2,748 A \$ 19.36	41,018	D	
Common Stock	01/26/2015		F(1)	884 D \$ 19.36	40,134	D	
Common Stock	01/26/2015		M	2,374 A \$ 19.36	42,508	D	

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Common Stock      01/26/2015      F(1)      899      D      \$ 19.36      41,609      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 (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)	8. Pr Deriv Secur (Instr
				Code	V (A) (D)	Date Exercisable      Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	\$ 0 (2)	01/26/2015		M	5,496	(2)      (2)	Common Stock	5,496
Restricted Stock Units	\$ 0 (3)	01/26/2015		M	2,748	(3)      (3)	Common Stock	2,748
Restricted Stock Units	\$ 0 (4)	01/26/2015		M	2,374	(4)      (4)	Common Stock	2,374

**Reporting Owners**

<b>Reporting Owner Name / Address</b>	<b>Relationships</b>
	Director    10% Owner    Officer    Other
Vahey Walter G. 2 WARE ROAD WINCHESTER, MA 01890	President, Systems Test Group

**Signatures**

/s/ Ryan E. Driscoll, Deputy General Counsel, by power of attorney      01/27/2015

\*\*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 performance-based Restricted Stock Units (RSU's) granted on January 25, 2013. The remaining portion will vest in two equal installments annually on the anniversary of the grant.
- (3) 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 two equal installments annually on the anniversary of the grant.
- (4) Indicates conversion upon vesting of 25% of the time-based Restricted Stock Units (RSU's) granted on January 24, 2014. The remaining portion will vest in three 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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