

Foxman Leonard
 Form 4
 November 18, 2008

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

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).

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 *
 Foxman Leonard
 (Last) (First) (Middle)

2. Issuer Name and Ticker or Trading Symbol
 Eagle Test Systems, Inc. [EGLT]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

C/O EAGLE TEST SYSTEMS, INC., 2200 MILLBROOK DRIVE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 11/14/2008

Director 10% Owner
 Officer (give title below) Other (specify below)
 President and CEO

BUFFALO GROVE, IL 60089
 (City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

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 or Price		
Common Stock	11/14/2008		D		701,091 <u>(1)</u>	D	
					\$ 15.65 <u>(1)</u>		
Common Stock	11/14/2008		D		27,953 <u>(2)</u>	I	By Profit Sharing and Employee Savings Plan
					\$ 15.65 <u>(1)</u>		
Common Stock	11/14/2008		D		24,043 <u>(3)</u>	I	By Profit Sharing and
					\$ 15.65 <u>(1)</u>		

Employee Savings Plan

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 Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Foxman Leonard C/O EAGLE TEST SYSTEMS, INC. 2200 MILLBROOK DRIVE BUFFALO GROVE, IL 60089	X	X	President and CEO	

Signatures

/s/ Stephen J. Hawrysz, 11/18/2008
Attorney-in-Fact

__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) Pursuant to the Agreement and Plan of Merger, dated as of September 1, 2008, by and among Teradyne, Inc., Turin Acquisition Corp., and Eagle Test Systems, Inc. (the "Merger Agreement"), each of these shares of Common Stock was converted at the Effective Time of the Merger Agreement into the right to receive \$15.65 per share in cash, without interest and less any required withholding taxes (the

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"Merger Consideration").

- (2) Represents the number of shares held in the reporting person's individual account in the Profit Sharing and Employee Savings Plan as of November 14, 2008.
- (3) Represents the number of shares held in the spouse of the reporting person's individual account in the Profit Sharing and Employee Savings Plan as of November 14, 2008.

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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