

Gray Charles Jeffrey  
Form 4  
January 31, 2013

**FORM 4**

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

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

**OMB APPROVAL**

OMB  
Number: 3235-0287  
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2005  
Estimated average  
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response... 0.5

(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)

01/29/2013

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 \_\_\_\_ Other (specify  
below) 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)
Common Stock	01/29/2013		M	V Amount (A) or (D) Price 7,066 A \$ 16.28	53,532	D	
Common Stock	01/29/2013		F(1)	2,304 D \$ 16.28	51,228	D	
Common Stock	01/29/2013		M	4,711 A \$ 16.28	55,939	D	
Common Stock	01/29/2013		F(1)	1,536 D \$ 16.28	54,403	D	
Common Stock	01/30/2013		S	11,200 D \$ 16.23	43,203	D	

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Common Stock	01/30/2013	M	8,049	A	\$ 9.34	51,252	D
Common Stock	01/30/2013	S	8,049	D	\$ 16.23	43,203	D

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

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(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	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	\$ 0 <u>(2)</u>	01/29/2013		M		7,066		<u>(2)</u>	<u>(2)</u>	Common Stock	7,066
Restricted Stock Units	\$ 0 <u>(3)</u>	01/29/2013		M		4,711		<u>(3)</u>	<u>(3)</u>	Common Stock	4,711
Non-qualified Stock Option (Right to Buy)	\$ 9.34	01/30/2013		M		8,049		01/29/2011 <u>(4)</u>	01/29/2017	Common Stock	8,049

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Gray Charles Jeffrey TERADYNE, INC. 600 RIVERPARK DRIVE NORTH READING, MA 01864			VP,General Counsel & Secretary	

## Signatures

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

01/31/2013

\_\_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 29, 2010. The remaining portion of the performance-based RSUs will vest on January 29, 2014.
- (3) Indicates conversion upon vesting of 25% of the time-based Restricted Stock Units (RSU's) granted on January 29, 2010. The remaining portion of the time-based RSUs will vest on January 29, 2014.
- (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 29, 2011.

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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