JAGIELA MARK E Form 4

January 30, 2018

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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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

1(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading JAGIELA MARK E Issuer Symbol TERADYNE, INC [TER] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) _X__ Director 10% Owner X_ Officer (give title Other (specify TERADYNE, INC., 600 01/26/2018 below) RIVERPARK DRIVE President and CEO (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting NORTH READING, MA 01864 Person

(City)	(State)	(Zip) Tabl	e I - Non-D	Derivative Securities Acq	uired, Disposed of	f, or Beneficiall	y Owned
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securities Acquired	5. Amount of	6.	7. Nature o
Security	(Month/Day/Year)	Execution Date, if	Transactio	on(A) or Disposed of (D)	Securities	Ownership	Indirect
(Instr. 3)		any	Code	(Instr. 3, 4 and 5)	Beneficially	Form: Direct	Beneficial
		(Month/Day/Year)	(Instr. 8)		Owned	(D) or	Ownership
					Following	Indirect (I)	(Instr. 4)

(Instr. 3)		any (Month/Day/Year)	Code (Instr. 8)	(Instr. 3, 4	4 and 3	5)	Owned Following	Form: Direct (D) or Indirect (I)
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)
Common Stock	01/29/2018		M	16,907	A	\$ 46.86	194,763	D
Common Stock	01/29/2018		F(1)	7,516	D	\$ 46.86	187,247	D
Common Stock	01/29/2018		M	14,005	A	\$ 46.86	201,252	D
Common Stock	01/29/2018		F(1)	4,979	D	\$ 46.86	196,273	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. Transactic Code (Instr. 8)	5. Number of on Derivative Expiration Date Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			7. Title ar Underlyir (Instr. 3 a	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title
Restricted Stock Units	\$ 0 (2)	01/26/2018		A	35,288		<u>(3)</u>	<u>(3)</u>	Commo
Non-qualified Stock Option (Right to Buy)	\$ 47.7	01/26/2018		A	34,577		01/26/2019(4)	01/26/2025	Commo Stock
Restricted Stock Units	\$ 0 (5)	01/29/2018		M		16,907	<u>(5)</u>	<u>(5)</u>	Commo
Restricted Stock Units	\$ 0 (6)	01/29/2018		M		14,005	(6)	(6)	Commo Stock

Reporting Owners

Reporting Owner Name / Address	Relationships						
reporting owner runner runners	Director	10% Owner	Officer	Other			
JAGIELA MARK E TERADYNE, INC. 600 RIVERPARK DRIVE NORTH READING, MA 01864	X		President and CEO				

Signatures

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

**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 withholdings obligations.
- (2) Each Restricted Stock Unit (RSU) represents the right to receive one share of Teradyne, Inc. common stock.

Reporting Owners 2

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- 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 26, 2019.
- 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 26, 2019.
- Indicates conversion upon vesting of 25% of the time-based RSU's granted on January 29, 2016. The remaining portion will vest in two equal installments annually on the anniversary of the grant
- Indicates conversion upon vesting of 25% of the time-based RSU's granted on January 27, 2017. 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.