

Vahey Walter G.
Form 4
January 31, 2019

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
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(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)

01/29/2019

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	01/29/2019		M	2,625 A	\$ 36.34	59,242	D
Common Stock	01/29/2019		F(1)	756 D	\$ 36.34	58,486	D
Common Stock	01/30/2019		M	12,536 A	\$ 36.34	71,022	D
Common Stock	01/30/2019		F(1)	3,686 D	\$ 36.34	67,336	D
Common Stock	01/30/2019		M	13,124 A	\$ 36.34	80,460	D

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Common Stock	01/30/2019	<u>F</u> (1)	4,413	D	\$ 36.34	76,047	D
Common Stock	01/30/2019	M	2,625	A	\$ 36.9	78,672	D
Common Stock	01/30/2019	<u>F</u> (1)	1,166	D	\$ 36.9	77,506	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 Securities (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>	01/29/2019		M			2,625	<u>(2)</u>	<u>(2)</u>	Common Stock	2,625
Restricted Stock Units	\$ 0 <u>(3)</u>	01/29/2019		A		25,660		<u>(4)</u>	<u>(4)</u>	Common Stock	25,660
Restricted Stock Units	\$ 0 <u>(5)</u>	01/30/2019		M			12,536	<u>(5)</u>	<u>(5)</u>	Common Stock	12,536
Restricted Stock Units	\$ 0 <u>(5)</u>	01/30/2019		M			13,124	<u>(5)</u>	<u>(5)</u>	Common Stock	13,124
Restricted Stock Units	\$ 0 <u>(6)</u>	01/30/2019		M			2,625	<u>(6)</u>	<u>(6)</u>	Common Stock	2,625

Reporting Owners

Reporting Owner Name / Address	Relationships
	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

01/31/2019

__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 time-based RSU's granted on January 29, 2016. The remaining portion will vest on January 29, 2020.
- (3) Each Restricted Stock Unit (RSU) represents the right to receive one share of Teradyne, Inc. common stock.
- (4) These are performance-based RSU's granted on January 29, 2016. The number of performance-based RSU's was determined on January 29, 2019 and vest in full on January 29, 2019.
- (5) Indicates conversion upon vesting of 100% of performance-based RSU's granted on January 29, 2016.
- (6) Indicates conversion upon vesting of the final 25% of the time-based RSU's granted on January 30, 2015.

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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