

Gray Charles Jeffrey
 Form 4
 February 02, 2012

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 *
 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)
 01/31/2012

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 VP,General Counsel & Secretary

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)	
				(A) or (D)	Price			
				Code	V	Amount		
Common Stock	01/31/2012		S	6,417	D	\$ 16.5618	27,216	D
Common Stock	01/31/2012		S	433	D	\$ 16.57	26,783	D
Common Stock	01/31/2012		M	6,700	A	\$ 9.34	33,483	D
Common Stock	01/31/2012		S	3,087	D	\$ 16.49	30,396	D
Common Stock	01/31/2012		S	200	D	\$ 16.5	30,196	D

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Common Stock	01/31/2012	S	389	D	\$ 16.51	29,807	D
Common Stock	01/31/2012	S	2,824	D	\$ 16.52	26,983	D
Common Stock	01/31/2012	S	100	D	\$ 16.5203	26,883	D
Common Stock	01/31/2012	S	100	D	\$ 16.5204	26,783	D
Common Stock	01/31/2012	M	1,349	A	\$ 9.34	28,132	D

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 Security (Instr. 3 and 4)
Non-qualified Stock Option (Right to Buy)	\$ 9.34	01/31/2012		M	6,700	01/29/2011 ⁽¹⁾ 01/29/2017	Common Stock 6
Non-qualified Stock Option (Right to Buy)	\$ 9.34	01/31/2012		M	1,349	01/29/2011 ⁽¹⁾ 01/29/2017	Common Stock 1

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Gray Charles Jeffrey TERADYNE, INC.			VP, General Counsel & Secretary	

600 RIVERPARK DRIVE
NORTH READING, MA 01864

Signatures

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

02/02/2012

__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) 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. 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.