

Vahey Walter G.
Form 4
February 01, 2018

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 *
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)
01/30/2018

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)
President, Systems Test Group

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		
Common Stock	01/30/2018		F(1)	7,197	D \$ 46.33	54,894	D
Common Stock	01/30/2018		M	2,624	A \$ 46.33	41,817	D
Common Stock	01/30/2018		M	20,274	A \$ 46.33	62,091	D
Common Stock	01/30/2018		F(1)	773	D \$ 46.33	54,121	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 ⁽²⁾	01/30/2018		M	20,274	⁽²⁾ ⁽²⁾	Common Stock 20,274
Restricted Stock Units	\$ 0 ⁽³⁾	01/30/2018		M	2,624	⁽³⁾ ⁽³⁾	Common Stock 2,624
Restricted Stock Units	\$ 0 ⁽⁴⁾	01/30/2018		A	20,274	⁽⁵⁾ ⁽⁵⁾	Common Stock 20,274

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 02/01/2018

**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 100% of performance-based Restricted Stock Units (RSU's) granted on January 30, 2018.
- (3)

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Indicates conversion upon vesting of 25% of the time-based RSU's granted on January 30, 2015. The remaining portion will vest on January 30, 2019.

- (4) Each RSU represents the right to receive one share of Teradyne, Inc. common stock.
- (5) These are performance-based RSU's granted on January 30, 2015. The number of performance-based RSU's was determined on January 30, 2018 and vest in full on January 30, 2018.

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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