

HOTCHKISS JEFFREY R

Form 4

March 20, 2012

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 *
HOTCHKISS JEFFREY R

(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)
03/16/2012

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, SystemsTestDivision

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)
			Code	V	Amount (A) or (D)	Price	
Common Stock	03/16/2012		S		100	D \$ 17.101	37,540 D
Common Stock	03/16/2012		S		400	D \$ 17.1018	37,140 D
Common Stock	03/16/2012		S		1,500	D \$ 17.102	35,640 D
Common Stock	03/16/2012		M		8,232	A \$ 9.34	43,872 D
Common Stock	03/16/2012		S		1,232	D \$ 17.111	42,640 D

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Common Stock	03/16/2012	S	100	D	\$ 17.1112	42,540	D
Common Stock	03/16/2012	S	4,600	D	\$ 17.112	37,940	D
Common Stock	03/16/2012	S	400	D	\$ 17.12	37,540	D
Common Stock	03/16/2012	S	100	D	\$ 17.1201	37,440	D
Common Stock	03/16/2012	S	100	D	\$ 17.1204	37,340	D
Common Stock	03/16/2012	S	1,000	D	\$ 17.122	36,340	D
Common Stock	03/16/2012	S	300	D	\$ 17.1318	36,040	D
Common Stock	03/16/2012	S	400	D	\$ 17.132	35,640	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 (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	03/16/2012		M	8,232	01/29/2011 ⁽¹⁾ 01/29/2017	Common Stock

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer

Other

HOTCHKISS JEFFREY R
TERADYNE, INC.
600 RIVERPARK DRIVE
NORTH READING, MA 01864

President, SystemsTestDivision

Signatures

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

03/20/2012

__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.
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