

TERADYNE, INC
Form 4
February 26, 2014

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)
02/24/2014

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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	02/24/2014		M		10,570	A	\$ 16.23
Common Stock	02/24/2014		S		10,570	D	\$ 20.19 (1)
Common Stock	02/24/2014		M		7,774	A	\$ 16.95
Common Stock	02/24/2014		S		7,774	D	\$ 20.21 (2)
	02/24/2014		M		4,721	A	55,868

Signatures

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

02/26/2014

__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) The reported price is based on a weighted average of multiple same-day transactions with prices ranging from \$20.12 to \$20.28 per share. Full information regarding the number of shares sold at each separate price is available to the Securities and Exchange Commission staff, the Issuer or any security holder of the Issuer upon request.
 - (2) The reported price is based on a weighted average of multiple same-day transactions with prices ranging from \$20.17 to \$20.28 per share. Full information regarding the number of shares sold at each separate price is available to the Securities and Exchange Commission staff, the Issuer or any security holder of the Issuer upon request.
 - (3) The reported price is based on a weighted average of multiple same-day transactions with prices ranging from \$20.13 to \$20.26 per share. Full information regarding the number of shares sold at each separate price is available to the Securities and Exchange Commission staff, the Issuer or any security holder of the Issuer upon request.
 - (4) 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 28, 2012.
 - (5) 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 27, 2013.
 - (6) 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 25, 2014.

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.