

TERADYNE, INC

Form 4

April 03, 2007

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

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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 \*  
**BAGLEY JAMES W**

(Last) (First) (Middle)

**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)  
**04/02/2007**

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)

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
|                                       |                                         |                                                             | Code                                 | V                                                                          | Amount                                                                                                             | (D)                                                                  | Price                                                             |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of  
information contained in this form are not  
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SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of Derivative<br>Securities<br>Acquired | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | 8. Price<br>of Derivative<br>Security<br>(Instr. 3) |
|-----------------------------------------------------|------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|-----------------------------------------------------|
|                                                     |                                          |                                         |                                                             |                                      |                                                      |                                                                |                                                                     |                                                     |

|                           | Derivative Security |            |      | (A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) |       |     |                     |                    |                  |                                        |  |       |
|---------------------------|---------------------|------------|------|---------------------------------------------------------|-------|-----|---------------------|--------------------|------------------|----------------------------------------|--|-------|
|                           |                     |            | Code | V                                                       | (A)   | (D) | Date<br>Exercisable | Expiration<br>Date | Title            | Amount<br>or<br>Number<br>of<br>Shares |  |       |
| Phantom<br>Stock<br>Units | \$ 0 <u>(1)</u>     | 04/02/2007 | A    |                                                         | 1,092 |     | <u>(1)</u>          | <u>(1)</u>         | Common<br>Shares | 1,092                                  |  | \$ 10 |

## Reporting Owners

| Reporting Owner Name / Address                                   | Relationships |           |         |       |
|------------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                  | Director      | 10% Owner | Officer | Other |
| BAGLEY JAMES W<br>600 RIVERPARK DRIVE<br>NORTH READING, MA 01864 | X             |           |         |       |

## Signatures

Eileen Casal, General Counsel, by power of attorney

04/03/2007

          \*\*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 Phantom Stock Units were acquired under the Teradyne, Inc. Deferral Plan for Non-Employee Directors (as restated on May 25, 2006) at the election of the reporting person in lieu of his quarterly retainer for services as a non-employee director and such units are to be settled 1 for 1 in the Issuer's common stock generally within ninety (90) days of the date the non-employee director no longer serves as such.

- (2) Does not include 70,500 options to purchase common stock of Teradyne, Inc. and does not include 6,575 unvested Teradyne, Inc. restricted stock units.

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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