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TERADYNE INC  
Form 424B3  
March 01, 2002

FILED PURSUANT TO RULE 424(b)(3)  
FILE NO. 333-75632

PROSPECTUS SUPPLEMENT  
(TO PROSPECTUS DATED FEBRUARY 14, 2002)

TERADYNE, INC.

\$400,000,000

3.75% CONVERTIBLE SENIOR NOTES DUE OCTOBER 15, 2006 AND  
THE COMMON STOCK ISSUABLE UPON THE CONVERSION OF THE NOTES

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This prospectus supplement relates to the resale by the holders of Teradyne, Inc. 3.75% Convertible Senior Notes due October 15, 2006 and the shares of common stock, par value \$.125 per share, issuable upon the conversion of the notes.

This prospectus supplement should be read in conjunction with, and may not be delivered or utilized without, the prospectus dated February 14, 2002. The terms of the notes are set forth in the prospectus.

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SEE THE "RISK FACTORS" BEGINNING ON PAGE 5 OF THE PROSPECTUS TO READ ABOUT FACTORS THAT YOU SHOULD CONSIDER BEFORE BUYING THE NOTES OR THE COMMON STOCK.

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The information in the table appearing under the heading "Selling Securityholders" in the prospectus is amended by adding the information below with respect to persons not previously listed in the prospectus and by superceding the information with respect to persons previously listed in the prospectus that are listed below:

| NAME  | PRINCIPAL AMOUNT AT MATURITY OF NOTES BENEFICIALLY OWNED THAT MAY BE SOLD | PERCENTAGE OF NOTES OUTSTANDING | NUMBER OF CONVERTIBLE SHARES MAY BE |
|---|---|---------------------------------|-------------------------------------|
| TD Securities (USA) Inc.....                        | 15,500,000  | 3.88%                           | 596,                                |
| Oppenheimer Convertible Securities Fund.....        | 3,000,000   | *                               | 115,                                |
| RAM Trading Ltd.....                                | 10,300,000  | 2.58%                           | 396,                                |
| ABN Amro Securities LLC.....                        | 3,500,000   | *                               | 134,                                |
| Clinton Multistrategy Master Fund, Ltd.....         | 7,500,000   | 1.88%                           | 288,                                |
| Clinton Riverside Convertible Portfolio Limited.... | 7,500,000   | 1.88%                           | 288,                                |
| Jersey (IMA) LTD. ....                              | 1,000,000   | *                               | 38,                                 |
| Libertyview Funds, L.P. ....                        | 4,000,000   | 1.00%                           | 153,                                |

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\* Less than 1%

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The date of this Prospectus Supplement is March 1, 2002.