

TERADYNE, INC
Form 4
February 17, 2017

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 *
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)

02/15/2017

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 ____ Other (specify
below) below)

President, Systems Test Group

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)
Common Stock	02/15/2017		S	30,000 D	\$ 29 42,993	D	
Common Stock	02/15/2017		M	11,208 A	\$ 16.56 54,201	D	
Common Stock	02/15/2017		S	11,208 D	\$ 29 42,993	D	
Common Stock	02/15/2017		M	6,216 A	\$ 19.16 49,209	D	
Common Stock	02/15/2017		S	6,216 D	\$ 29 42,993	D	

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Common Stock	02/15/2017	M	5,361	A	\$ 18.1	48,354	D
Common Stock	02/15/2017	S	5,361	D	\$ 29	42,993	D
Common Stock	02/15/2017	M	2,405	A	\$ 19.43	45,398	D
Common Stock	02/15/2017	S	2,405	D	\$ 29	42,993	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
Non-qualified Stock Option (Right to Buy)	\$ 16.56	02/15/2017		M	11,208	01/25/2014 ⁽¹⁾ 01/25/2020	Common Stock
Non-qualified Stock Option (Right to Buy)	\$ 19.16	02/15/2017		M	6,216	01/24/2015 ⁽²⁾ 01/24/2021	Common Stock
Non-qualified Stock Option (Right to Buy)	\$ 18.1	02/15/2017		M	5,361	01/30/2016 ⁽³⁾ 01/30/2022	Common Stock
Non-qualified Stock Option (Right to Buy)	\$ 19.43	02/15/2017		M	2,405	01/29/2017 ⁽⁴⁾ 01/29/2023	Common Stock

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

02/17/2017

__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 25, 2014.
- (2) 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 24, 2015.
- (3) 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 30, 2016.
- (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 29, 2017.

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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