

BRADLEY MICHAEL A  
Form 4  
January 27, 2011

**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 \*  
BRADLEY MICHAEL A

(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)  
01/25/2011

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)  
CEO and President

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                    | 01/25/2011                           |  | M                              |   | 27,288 | A          | \$ 0  | 249,458   | D  |   |
| Common Stock                    | 01/25/2011                           |  | F <sup>(1)</sup>               |   | 8,824  | D          | \$ 0  | 240,634   | D  |   |
| Common Stock                    | 01/26/2011                           |  | M                              |   | 18,783 | A          | \$ 0  | 259,417   | D  |   |
| Common Stock                    | 01/26/2011                           |  | F <sup>(1)</sup>               |   | 5,964  | D          | \$ 0  | 253,453   | D  |   |
| Common Stock                    | 01/26/2011                           |  | M                              |   | 3,732  | A          | \$ 0  | 257,185   | D  |   |

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Common Stock      01/26/2011      F<sup>(1)</sup>      1,185      D      \$ 0      256,000      D

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 required to respond unless the form displays a currently valid OMB control number.**

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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        | Amount or Number of Shares |
| Restricted Stock Units                     | \$ 0 <u>(2)</u>  | 01/25/2011                           |  | A                              |   | 122,056  |     | <u>(3)</u>  | <u>(3)</u>      | Common Stock | 122,056                    |
| Restricted Stock Units                     | \$ 0 <u>(4)</u>  | 01/25/2011                           |  | M                              |   | 27,288   |     | <u>(4)</u>  | <u>(4)</u>      | Common Stock | 27,288                     |
| Restricted Stock Units                     | \$ 0 <u>(5)</u>  | 01/26/2011                           |  | M                              |   | 18,783   |     | <u>(5)</u>  | <u>(5)</u>      | Common Stock | 18,783                     |
| Restricted Stock Units                     | \$ 0 <u>(6)</u>  | 01/26/2011                           |  | M                              |   | 3,732  |     | <u>(6)</u>  | <u>(6)</u>      | Common Stock | 3,732                      |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                   |       |
|---|---------------|-----------|-------------------|-------|
|   | Director      | 10% Owner | Officer           | Other |
| BRADLEY MICHAEL A<br>TERADYNE, INC.<br>600 RIVERPARK DRIVE<br>NORTH READING, MA 01864 | X             |           | CEO and President |       |

## Signatures

\s\ Ryan Driscoll, Deputy General Counsel, by power of attorney

01/27/2011

\_\_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) Shares/units withheld but not issued to satisfy certain tax withholding obligations.
- (2) Each Restricted Stock Unit (RSU) represents a right to receive one share of Teradyne, Inc. common stock.
- (3) These are performance-based RSU's. The number of performance-based RSU's was determined on January 25, 2011 and will vest in four equal annual installments beginning on January 29, 2011.
- (4) Indicates conversion upon vesting of 25% of the time-based Restricted Stock Units (RSU's) granted on January 25, 2008. The remaining portion of the time-based RSU's will vest on January 25, 2012.
- (5) Indicates conversion upon vesting of the final portion of the time-based RSU's granted on January 26, 2007.
- (6) Indicates conversion upon vesting of the final portion of the performance-based RSU's granted on January 26, 2007.

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.