### Edgar Filing: TERADYNE, INC - Form 4

TERADYNE Form 4	, INC									
January 30, 2										
FORM	<b>4</b> UNITED S	STATES SECUI	RITIES A	ND EXC	CHAI	NGE (	COMMISSION		PPROVAL	
Check thi			shington,					Number:	3235-0287	
if no long subject to Section 10 Form 4 or Form 5	er <b>STATEM</b> 5.		F CHANGES IN BENEFICIAL OW SECURITIES Section 16(a) of the Securities Exchang					Expires: January 3 20 Estimated average burden hours per response 0		
obligation may conti <i>See</i> Instru 1(b).	nue. Section 17(a	a) of the Public U 30(h) of the In	tility Hold	ing Com	ipany	Act o	f 1935 or Sectio	'n		
(Print or Type R	esponses)									
CASAL EILEEN Sy			2. Issuer Name <b>and</b> Ticker or Trading Symbol TERADYNE, INC [TER]				5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First) (M	liddle) 3. Date o	3. Date of Earliest Transaction				(Chec	heck all applicable)		
TERADYNI RIVERPAR		(Month/I 01/26/2	007 007				Director XOfficer (give below) VP,Genera		% Owner her (specify cretary	
	(Street)		endment, Dat nth/Day/Year)	-			6. Individual or Jo Applicable Line) _X_ Form filed by	One Reporting P	erson	
NORTH RE	ADING, MA 018	364					Form filed by M Person	More than One R	eporting	
(City)	(State) (	(Zip) Tab	le I - Non-D	erivative S	Securi	ties Ac	quired, Disposed o	f, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	e 2A. Deemed Execution Date, if any (Month/Day/Year)	Code	4. Securi onAcquired Disposed (Instr. 3,	l (A) o l of (D	)	Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Indirect (I) Ownership (Instr. 4) (Instr. 4)		
Common			Code V	Amount	(D)	Price	(Instr. 3 and 4)			
Stock	01/26/2007		М	6,261	А	\$0	11,468	D		
Common Stock	01/26/2007		F <u>(1)</u>	1,988	D	\$0	9,480	D		
Common Stock	01/26/2007		М	5,165	А	\$0	14,645	D		
Common Stock	01/26/2007		F <u>(1)</u>	1,944	D	\$0	12,701	D		

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

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#### 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. Transactio Code (Instr. 8)	5. Number of orDerivative 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>	01/26/2007		М		6,261	(2)	(2)	Common Stock	6,261
Restricted Stock Units	\$ 0 <u>(3)</u>	01/26/2007		М		5,165	(3)	(3)	Common Stock	5,165
Restricted Stock Units	<u>(4)</u>	01/26/2007		А	14,436		(5)	(5)	Common Stock	14,436

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
CASAL EILEEN							
TERADYNE, INC.			VP,General				
600 RIVERPARK DRIVE			Counsel&Secretary				
NORTH READING, MA 01864							
<u>.</u>							

## Signatures

Eileen Casal, General 01/30/2007 Counsel Date

<u>\*\*</u>Signature of Reporting Person

## **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.

Indicates conversion upon vesting of 50% of time-based RSUs granted on January 26, 2006. The remaining portion of the time-based (2)RSUs will vest on January 26, 2008.

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- (3) Indicates conversion upon vesting of 50% of performance-based RSUs determined on January 22, 2007 by the Compensation Committee. The remaining portion of the performance-based RSUs will vest on January 26, 2008.
- (4) Each RSU represents the right to receive one share of Teradyne, Inc. common stock.
- (5) These RSUs are time-based and will vest in four equal annual installments beginning on January 26, 2008.
- (6) Does not include a total of 140,000 options to purchase common stock of Teradyne, Inc.

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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