Edgar Filing: TERADYNE, INC - Form 4

TERADYNE	, INC										
Form 4											
February 06, 2	2007										
FORM	4								PPROVAL		
Washington, D.C. 20549							OMB Number:	3235-0287			
Check this if no longe	ər							Expires:	January 31,		
subject to STATEMENT OF CHANGES				ES IN BENEFICIAL OWNERSHIP OF				Estimated a	Estimated average		
Section 16		SECURITIES					burden hours per				
Form 4 or Form 5		Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,						response	0.5		
obligation	~ ~						f 1935 or Sectio				
may contin	nue.	30(h) of the	•	•	- ·) []			
See Instruction 1(b).	ction	50(ii) of the	mvestment	Compan	y 1101	. 01 1)	-10				
1(0).											
(Print or Type R	esponses)										
						-	Reporting Person(s) to				
O REILLY VINCENT M Symbol							Issuer				
TERA			RADYNE, INC [TER]				(Check all applicable)				
(Last)	(First) (M	fiddle) 3. Date	of Earliest Tr	ansaction			× ×	11	,		
			/Day/Year)			X_ Director 10% Owner Officer (give title Other (specify					
TERADYNE, INC., 600 02/05/2			2007			below) below)					
RIVERPARK DRIVE											
			nendment, Da	-			6. Individual or Joint/Group Filing(Check				
Filed(Month			Ionth/Day/Year)			Applicable Line) _X_ Form filed by One Reporting Person				
NORTH RE	ADING, MA 018	864					Form filed by M	More than One Re			
							Person				
(City)	(State) ((Zip) Ta	ble I - Non-D	erivative S	Securi	ties Ac	quired, Disposed o	f, or Beneficial	lly Owned		
1.Title of	2. Transaction Date	e 2A. Deemed	3.	4. Securi	ties		5. Amount of	6. Ownership	7. Nature of		
Security	(Month/Day/Year)			onAcquired			Securities	Form: Direct	Indirect		
(Instr. 3)		any (Month/Day/Yea	Code r) (Instr. 8)	Disposed (Instr. 3,			Beneficially Owned	(D) or Indirect (I)	Beneficial Ownership		
		(11201101, 22 u), 1 0	(11511-0)	(11541.0,	· uno	2)	Following	(Instr. 4)	(Instr. 4)		
					(A)		Reported				
					or		Transaction(s) (Instr. 3 and 4)				
Comment			Code V	Amount	(D)	Price	(
Common Stock	02/06/2007		М	5,241	А	\$ 0 (1)	6,241	D			
SIOCK						<u> </u>					

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.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

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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. Transactic 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>	02/05/2007		А	6,575		(3)	(3)	Common Stock	6,575
Restricted Stock Units	\$ 0 <u>(1)</u>	02/06/2007		М		5,241	<u>(1)</u>	<u>(1)</u>	Common Stock	5,241

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director 10% Owner		Officer	Other			
O REILLY VINCENT M TERADYNE, INC. 600 RIVERPARK DRIVE NORTH READING, MA 01864	Х						
Signatures							
Eileen Casal, General Counsel, b attorney	of	02/06/2007					
**Signature of Reporting Pers		Date					
Explanation of Dechanges							

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) Indicates conversion upon vesting of 100% of time-based Restricted Stock Units (RSU's) granted on February 6, 2006, under the Teradyne, Inc. 1997 Employee Stock Option Plan.
- (2) Each RSU represents the right to receive one share of Teradyne, Inc. common stock.
- (3) These RSU's were issued under the Teradyne, Inc. 2006 Equity & Cash Compensation Incentive Plan, are time-based and will vest in full on February 5, 2008.
- (4) Does not include a total of 61,699 options to purchase common stock of Teradyne, Inc., a portion of which are phantom 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. 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.