

Vahey Walter G.  
Form 4  
February 01, 2018

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

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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

(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)  
01/30/2018

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)  
President, Systems Test Group

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |   |
| Common Stock                    | 01/30/2018                           |  | F(1)                           | 7,197   | D \$ 46.33  | 54,894   | D   |
| Common Stock                    | 01/30/2018                           |  | M                              | 2,624   | A \$ 46.33  | 41,817   | D   |
| Common Stock                    | 01/30/2018                           |  | M                              | 20,274  | A \$ 46.33  | 62,091   | D   |
| Common Stock                    | 01/30/2018                           |  | F(1)                           | 773   | D \$ 46.33  | 54,121   | 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 <sup>(2)</sup>                                    | 01/30/2018                           |  | M                              | 20,274  | <sup>(2)</sup> <sup>(2)</sup>                            | Common Stock 20,274   |
| Restricted Stock Units                     | \$ 0 <sup>(3)</sup>                                    | 01/30/2018                           |  | M                              | 2,624   | <sup>(3)</sup> <sup>(3)</sup>                            | Common Stock 2,624  |
| Restricted Stock Units                     | \$ 0 <sup>(4)</sup>                                    | 01/30/2018                           |  | A                              | 20,274  | <sup>(5)</sup> <sup>(5)</sup>                            | Common Stock 20,274   |

## Reporting Owners

| Reporting Owner Name / Address                         | Relationships |           |                               |       |
|--|---------------|-----------|-------------------------------|-------|
|  | Director      | 10% Owner | Officer                       | Other |
| Vahey Walter G.<br>2 WARE ROAD<br>WINCHESTER, MA 01890 |               |           | President, Systems Test Group |       |

## Signatures

/s/ Ryan E. Driscoll, Deputy General Counsel, by power of attorney 02/01/2018

\_\_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) Indicates conversion upon vesting of 100% of performance-based Restricted Stock Units (RSU's) granted on January 30, 2018.
- (3)

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Indicates conversion upon vesting of 25% of the time-based RSU's granted on January 30, 2015. The remaining portion will vest on January 30, 2019.

- (4) Each RSU represents the right to receive one share of Teradyne, Inc. common stock.
- (5) These are performance-based RSU's granted on January 30, 2015. The number of performance-based RSU's was determined on January 30, 2018 and vest in full on January 30, 2018.

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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