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| ROGAS EDWARD JR Form 4 June 30, 2005 | | |
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| FORM 4 UNITED STATES | S SECURITIES AND EXCHANGE CO Washington, D.C. 20549 | OMB APPROVAL OMMISSION OMB 3235-0287 Number: 3235-0287 |
| Section 16. Form 4 or Form 5 obligations may continue. Form 16. Filed pursuant to 3 Section 17(a) of the | F CHANGES IN BENEFICIAL OWN SECURITIES Section 16(a) of the Securities Exchange Public Utility Holding Company Act of of the Investment Company Act of 1940 | ERSHIP OFExpires:January 31, 2005Estimated average burden hours per response205Act of 1934,0.5 |
| (Print or Type Responses) | | |
| 1. Name and Address of Reporting Person <u>*</u> ROGAS EDWARD JR | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) |
| (Last) (First) (Middle) TERADYNE, INC., 321 HARRISON AVENUE | 3. Date of Earliest Transaction (Month/Day/Year) 06/30/2005 | Director 10% Owner XOfficer (give title Other (specify below) below) Senior Vice President |
| (Street) | Filed(Month/Day/Year) | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person |
| BOSTON, MA 02118 | | Form filed by More than One Reporting Person |
| (City) (State) (Zip) | Table I - Non-Derivative Securities Acquiration | ired, Disposed of, or Beneficially Owned |
| 1.Title of Security 2. Transaction Date 2A. Deen (Month/Day/Year) Execution (Instr. 3) any (Month/D | n Date, if Transactionor Disposed of (D) Code (Instr. 3, 4 and 5) Day/Year) (Instr. 8) (A) or Code V Amount (D) Price | 5. Amount of Securities6.7. Nature of IndirectBeneficiallyForm: Direct (D)Beneficial OwnershipOwnedDirect (D) OwnershipOwnership (Instr. 4)Reported(I) (Instr. 3 and 4)Instr. 4) |
| Common 06/30/2005 Shares | $A^{(1)}$ V 740 A $\begin{cases} \$ \\ 10.2595 \end{cases}$ | 91,202 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.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
 (e.g., puts, calls, warrants, options, convertible securities)

1. Title of 3. Transaction Date 3A. Deemed 6. Date Exercisable and 7. Title and 8. Price of 2. 4. 5. Derivative Conversion (Month/Day/Year) Execution Date, if TransactionNumber Expiration Date Amount of Derivative Security or Exercise any Code of (Month/Day/Year) Underlying Security (Instr. 3) Price of (Month/Day/Year) (Instr. 8) Securities (Instr. 5) Derivative (Instr. 3 and 4) Derivative Securities Security Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) Amount or Date Expiration Title Number Exercisable Date of Code V (A) (D) Shares

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Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| ROGAS EDWARD JR TERADYNE, INC. 321 HARRISON AVENUE BOSTON, MA 02118 | | | Senior Vice President | |
| Signatures | | | | |
| Eileen Casal, General Counsel, attorney | by powe | r of | 06/30/2005 | |
| <u>**</u> Signature of Reporting Po | erson | | Date | |
| Evenlay attack of Da | | | | |

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 acquired pursuant to Teradyne 1996 Employee Stock Purchase Plan under Section 423 of the Internal Revenue Code of 1986, as amended, in a transaction exempt under Rule 16b-3.

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.

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