

JAGIELA MARK E

Form 4

January 27, 2010

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
JAGIELA MARK E

(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)
01/25/2010

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
X Officer (give title below) ____ Other (specify
below) below)

President, ST Division

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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)
Common Stock	01/25/2010		M	10,439 A \$ 0	66,749	D	
Common Stock	01/25/2010		F ⁽¹⁾	3,804 D \$ 0	62,945	D	
Common Stock	01/26/2010		M	6,447 A \$ 0	69,392	D	
Common Stock	01/26/2010		F ⁽¹⁾	2,047 D \$ 0	67,345	D	
Common Stock	01/26/2010		M	1,303 A \$ 0	68,648	D	

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Common Stock 01/26/2010 F⁽¹⁾ 414 D \$ 0 68,234 D

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

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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)	8. I
				Code	V	(A)	(D)	
Restricted Stock Units	\$ 0 ⁽²⁾	01/25/2010		M		10,439	⁽²⁾ ⁽²⁾	Common Stock 10,439 \$
Restricted Stock Units	\$ 0 ⁽³⁾	01/26/2010		M		6,447	⁽³⁾ ⁽³⁾	Common Stock 6,447 \$
Restricted Stock Units	\$ 0 ⁽⁴⁾	01/26/2010		M		1,303	⁽⁴⁾ ⁽⁴⁾	Common Stock 1,303 \$

Reporting Owners

Reporting Owner Name / Address	Relationships
JAGIELA MARK E TERADYNE, INC. 600 RIVERPARK DRIVE NORTH READING, MA 01864	Director 10% Owner Officer Other President, ST Division

Signatures

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

01/27/2010

 **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 25% of the time-based Restricted Stock Units (RSU's) granted on January 25, 2008. The remaining portion will vest in two equal installments annually on the anniversary of the grant.
- (3) Indicates conversion upon vesting of 25% of the time-based RSU's granted on January 26, 2007. The remaining portion of the time-based RSU's will vest on January 26, 2011.
- (4) Indicates conversion upon vesting of 25% of the performance-based RSU's granted on January 26, 2007. The remaining portion of the performance-based RSU's will vest on January 26, 2011.

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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