

TERADYNE, INC
Form 4
January 29, 2015

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 *
Robbins Brad

(Last) (First) (Middle)

C/O LITEPOINT CORPORATION, 965 WEST MAUDE AVENUE

(Street)

SUNNYVALE, CA 94085

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
TERADYNE, INC [TER]

3. Date of Earliest Transaction (Month/Day/Year)
01/27/2015

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 of LitePoint Corp.

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 Ownership (Instr. 4)
				(A) or (D) Code V Amount Price			
Common Stock	01/27/2015		M	3,835 A \$ 18.88	38,166	D	
Common Stock	01/27/2015		F	1,442 D \$ 18.88	36,724	D	
Common Stock	01/28/2015		M	3,605 A \$ 18.74	40,329	D	
Common Stock	01/28/2015		F	1,355 D \$ 18.74	38,974	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. Pr Deriv Secur (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	\$ 0 ⁽¹⁾	01/27/2015		M	3,835	<u>(2)</u>	<u>(2)</u>	Common Stock	3,835
Restricted Stock Units	\$ 0 ⁽¹⁾	01/28/2015		M	3,605	<u>(3)</u>	<u>(3)</u>	Common Stock	3,605

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Robbins Brad C/O LITEPOINT CORPORATION 965 WEST MAUDE AVENUE SUNNYVALE, CA 94085			President of LitePoint Corp.	

Signatures

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

01/29/2015

**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) Each RSU represents the right to receive one share of Teradyne, Inc. common stock.

(2) These time-based Restricted Stock Units (RSUs) were granted under Teradyne's 2006 Equity and Cash Compensation Incentive Plan on January 27, 2012 and vest in four equal installments beginning on January 27, 2013. The remaining portion will vest in two equal

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installments annually on the anniversary of the grant.

- (3) These time-based Restricted Stock Units (RSUs) were granted under Teradyne's 2006 Equity and Cash Compensation Incentive Plan on January 28, 2011 and vest in four equal installments beginning on January 28, 2012. The remaining portion will vest on January 28, 2015.

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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