

BRADLEY MICHAEL A  
Form 4  
January 26, 2012

**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 \*  
BRADLEY MICHAEL A

(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)  
01/24/2012

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)  
CEO and President

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)                                                        | Price                                                                                         |                                                          |                                   |         |   |
| Common Stock                    | 01/25/2012                           |                                                    | M                              | V                                                                 | 27,288                                                                                        | A                                                        | \$ 16.13                          | 249,823 | D |

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

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SEC 1474 (9-02)

**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. 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 Number Shares |
| Restricted Stock Units                     | \$ 0 <sup>(1)</sup>                                    | 01/24/2012                           |                                                    | A                              | 102,528                                                                                 | <u>(2)</u>                                               | <u>(2)</u>                                                    | Common Stock | 102,528              |
| Restricted Stock Units                     | \$ 0 <sup>(3)</sup>                                    | 01/25/2012                           |                                                    | M                              | 27,288                                                                                  | <u>(3)</u>                                               | <u>(3)</u>                                                    | Common Stock | 27,288               |

## Reporting Owners

| Reporting Owner Name / Address                                                        | Relationships |           |                   |       |
|---------------------------------------------------------------------------------------|---------------|-----------|-------------------|-------|
|                                                                                       | Director      | 10% Owner | Officer           | Other |
| BRADLEY MICHAEL A<br>TERADYNE, INC.<br>600 RIVERPARK DRIVE<br>NORTH READING, MA 01864 | X             |           | CEO and President |       |

## Signatures

/s/ Ryan E. Driscoll, Deputy General Counsel, by power of attorney 01/26/2012

\_\_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 are performance-based RSU's. The number of performance-based RSU's was determined on January 24, 2012 and will vest in four equal annual installments beginning on January 28, 2012.
- (3) Indicates conversion upon vesting of the final portion of the time-based Restricted Stock Units (RSU's) granted on January 25, 2008.

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.