

NEXTEST SYSTEMS CORP

Form 4

January 25, 2008

**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

OMB  
Number: 3235-0287  
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2005  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**DISSLY RICHARD**

2. Issuer Name **and** Ticker or Trading  
Symbol  
**NEXTEST SYSTEMS CORP**  
**[NEXT]**

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)

**875 EMBEDDED WAY**

(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
**01/24/2008**

☒ Director ☐ 10% Owner  
☐ Officer (give title below) ☐ Other (specify below)

**SAN JOSE, CA 95138**

(City) (State) (Zip)

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

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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	01/24/2008		U		60,000	D	\$ 20 0

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  
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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)	Amount or Number of Shares
Employee Stock Option	\$ 5.88	01/24/2008		D	1,500	<u>(1)</u> 09/21/2015	Common Stock	1,500
Employee Stock Option	\$ 14.01	01/24/2008		D	5,000	11/14/2008 <sup>(2)</sup> 11/14/2017	Common Stock	5,000
Employee Stock Option	\$ 12.64	01/24/2008		D	5,000	10/24/2007 <sup>(3)</sup> 10/24/2016	Common Stock	5,000
Employee Stock Option	\$ 10	01/24/2008		D	5,000	10/24/2007 <sup>(4)</sup> 10/27/2014	Common Stock	5,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DISSLY RICHARD 875 EMBEDDED WAY SAN JOSE, CA 95138		X		

## Signatures

/s/ James P. Moniz,  
Attorney-in-Fact

01/25/2008

\_\_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) This option, which provides for vesting in four equal annual installments beginning October 1, 2006, was assumed by Teradyne, Inc. in the merger and replaced with an option to purchase 3,224 shares of Teradyne common stock for \$2.7354 per share.

(2) This option, which provides for vesting on November 14, 2008, was assumed by Teradyne, Inc. in the merger and replaced with an option to purchase 10,748 shares of Teradyne for \$6.5175 per share.

(3)

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This option, which provides for vesting on October 24, 2007, was assumed by Teradyne, Inc. in the merger and replaced with an option to purchase 10,748 shares of Teradyne for \$5.88 per share.

- (4) This option, which provides for vesting on October 27, 2004, was assumed by Teradyne, Inc. in the merger and replaced with an option to purchase 10,748 shares of Teradyne common stock for \$4.652 per share.

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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