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TERADYNE INC Form 4												
February 08, 2006										OMB A	PPROVA	L
L. L	JNITED S'	TATES		RITIES . shingtor			IGE	COMMISSIO		OMB Number:	3235-	0287
Subject to Section 16. Form 4 or Form 5	Filed pursu	ENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES Estimat burden								Expires: Estimated a burden hou response	average Irs per	y 31, 2005 0.5
(Print or Type Responses	5)											
1. Name and Address of Reporting Person <u>*</u> CHAMILLARD GEORGE W			2. Issuer Name and Ticker or Trading Symbol TERADYNE INC [TER]					5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(Last) (First TERADYNE, INC. HARRISON AVEN	, 321		3. Date of Earliest Transaction (Month/Day/Year) 02/06/2006				X Director Officer (gi below)		109	% Owner er (specify		
(Stre BOSTON, MA 021		4. If Amendment, Date Original Filed(Month/Day/Year)					 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 					
(City) (Stat		Zip)	Tab	la I. Nan	Doministir		iog A	Person	lof a	n Donoficio	lle: Oreno	J
1.Title of 2. Transa	action Date 2 Day/Year) E a		d Date, if	3. Transactic Code (Instr. 8) Code V	4. Secur onAcquire Dispose (Instr. 3	ities d (A) or d of (D) , 4 and 5) (A) or	rice	cquired, Disposed 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. C For (D) (I)	Dwnership m: Direct or Indirect str. 4)	7. Nature Indirect	of al ip
Reminder: Report on a s	eparate line fo	or each cla	uss of secu	urities bene	Pers info requ	ons who mation o ired to ro lays a cu	o res conta espo	r indirectly. pond to the coll ained in this for ond unless the fo ttly valid OMB co	m ar orm	e not	SEC 1474 (9-02)	

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of	8.1
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Securities	De
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	Sec

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr.	8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)					
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	\$ 0 <u>(1)</u>	02/06/2006		A		10,483		(2)	(2)	Common Shares	10,483

Reporting Owners

Reporting Owner Name / Address	Relationships								
	Director	10% Owner	Officer	Other					
CHAMILLARD GEORGE W TERADYNE, INC. 321 HARRISON AVENUE BOSTON, MA 02118	Х								
Cignoturoo									

Signatures

Eileen Casal, General Counsel, by power of attorney

**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).

02/08/2006

- (1) Each restricted stock units (RSU) represents the right to receive one share of Teradyne, Inc. common stock
- (2) The restricted stock units will vest in full on February 6, 2007.
- (3) Includes a total of 1,482,569 options to purchase common stock of Teradyne, Inc., and 10,483 RSUs.

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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