

VALLEE ROY  
Form 4  
January 31, 2012

**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  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**VALLEE ROY**

(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)  
**01/30/2012**

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)

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	01/30/2012		M		15,000	A	\$ 14.48	62,334	D
Common Stock	01/30/2012		S		400	D	\$ 16.55	61,934	D
Common Stock	01/30/2012		S		1,700	D	\$ 16.56	60,234	D
Common Stock	01/30/2012		S		400	D	\$ 16.57	59,834	D
Common Stock	01/30/2012		S		600	D	\$ 16.58	59,234	D

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Common Stock	01/30/2012	S	400	D	\$ 16.59	58,834	D
Common Stock	01/30/2012	S	800	D	\$ 16.6	58,034	D
Common Stock	01/30/2012	S	1,100	D	\$ 16.61	56,934	D
Common Stock	01/30/2012	S	700	D	\$ 16.62	56,234	D
Common Stock	01/30/2012	S	400	D	\$ 16.63	55,834	D
Common Stock	01/30/2012	S	8,500	D	\$ 16.64	47,334	D

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 displays a currently valid OMB control number.**

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 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)
Non-qualified Stock Option (Right to Buy)	\$ 14.48	01/30/2012		M	15,000	02/07/2005 <sup>(1)</sup> 02/07/2012	Common Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
VALLEE ROY TERADYNE, INC. 600 RIVERPARK DRIVE NORTH READING, MA 01864	X			

## Signatures

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

01/31/2012

\_\_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) This option is granted under Teradyne's 1996 Non-Employee Director Stock Option Plan and is exercisable in full on the date of the grant, February 7, 2005.

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. /FONT> (b)

Address of Principal Business Office or, if none, Residence

1299 Ocean Avenue, Santa Monica, CA 90401

(c)

Citizenship

Delaware Limited Partnership

(d)

Title of Class of Securities

Common Stock

(e)

CUSIP Number

800013104

Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a: (a) " Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o). (b) " Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c). (c) " Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c). (d) " Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C 80a-8). (e) x An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E); (f) " An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F); (g) " A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G); (h) " A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813); (i) " A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3); (j) " Group, in accordance with §240.13d-1(b)(1)(ii)(J).Item 4. Ownership.Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1. (a)

Amount beneficially owned:

Signatures

678507 \*\*see Note 1\*\*

(b)

Percent of class:

3.37%

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(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote:

678507 \*\*see Note 1\*\*

(ii) Shared power to vote or to direct the vote:

0

(iii) Sole power to dispose or to direct the disposition of:

678507 \*\*see Note 1\*\*

(iv) Shared power to dispose or to direct the disposition of:

0

**\*\* Note 1 \*\*** Dimensional Fund Advisors LP (formerly, Dimensional Fund Advisors Inc.) ( Dimensional ), an investment advisor registered under Section 203 of the Investment Advisors Act of 1940, furnishes investment advice to four investment companies registered under the Investment Company Act of 1940, and serves as investment manager to certain other commingled group trusts and separate accounts. These investment companies, trusts and accounts are the Funds. In its role as investment advisor or manager, Dimensional possesses investment and/or voting power over the securities of the Issuer described in this schedule that are owned by the Funds, and may be deemed to be the beneficial owner of the shares of the Issuer held by the Funds. However, all securities reported in this schedule are owned by the Funds. Dimensional disclaims beneficial ownership of such securities. In addition, the filing of this Schedule 13G shall not be construed as an admission that the reporting person or any of its affiliates is the beneficial owner of any securities covered by this Schedule 13G for any other purposes than Section 13(d) of the Securities Exchange Act of 1934.

Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [X].

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

The Funds described in Note 1 above have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the securities held in their respective accounts. To the knowledge of Dimensional, the interest of any one such Fund does not exceed 5% of the class of securities. Dimensional disclaims beneficial ownership of all such securities.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person.

N/A

Item 8. Identification and Classification of Members of the Group

N/A

Item 9. Notice of Dissolution of Group

N/A

Item 10. Certification

Explanation of Responses:

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By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

DIMENSIONAL FUND ADVISORS LP

February 6, 2008

\_\_\_\_\_  
Date

By: Dimensional Holdings Inc., General Partner

/s/ Christopher Crossan

\_\_\_\_\_  
Signature

Global Chief Compliance Officer

\_\_\_\_\_  
Title