

Vahey Walter G.
Form 4
April 29, 2019

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 *
Vahey Walter G.

(Last) (First) (Middle)
2 WARE ROAD
(Street)

WINCHESTER, MA 01890

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
04/26/2019

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, Systems Test Group

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 04/26/2019 | | M | | 2,072 | A | \$ 19.16 |
| Common Stock | 04/26/2019 | | S | | 2,072 | D | \$ 48.77 (1) |
| Common Stock | 04/26/2019 | | M | | 5,362 | A | \$ 18.1 82,868 |
| Common Stock | 04/26/2019 | | S | | 5,362 | D | \$ 48.75 (2) |
| | 04/26/2019 | | M | | 3,576 | A | 81,082 |

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| | | | | | | | | |
|--------------|------------|--|---|-------|-------|-----|-------|--------|
| Common Stock | | | | | \$ | | | |
| | | | | | 28.56 | | | |
| Common Stock | 04/26/2019 | | S | 3,576 | D | \$ | 48.73 | 77,506 |
| | | | | | | (3) | | D |
| Common Stock | 04/26/2019 | | M | 4,812 | A | \$ | 19.43 | 82,318 |
| | | | | | | | | D |
| Common Stock | 04/26/2019 | | S | 4,812 | D | \$ | 48.73 | 77,506 |
| | | | | | | (4) | | 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.

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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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Non-qualified Stock Option (Right to Buy) | \$ 19.16 | 04/26/2019 | | M | 2,072 | 01/24/2015 ⁽⁵⁾ 01/24/2021 | Common Stock 2 |
| Non-qualified Stock Option (Right to Buy) | \$ 18.1 | 04/26/2019 | | M | 5,362 | 01/30/2016 ⁽⁶⁾ 01/30/2022 | Common Stock 5 |
| Non-qualified Stock Option (Right to Buy) | \$ 28.56 | 04/26/2019 | | M | 3,576 | 01/27/2018 ⁽⁷⁾ 01/27/2024 | Common Stock 3 |
| Non-qualified Stock Option (Right to Buy) | \$ 19.43 | 04/26/2019 | | M | 4,812 | 01/29/2017 ⁽⁸⁾ 01/29/2023 | Common Stock 4 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Vahey Walter G. 2 WARE ROAD WINCHESTER, MA 01890 | | | President, Systems Test Group | |

Signatures

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

04/29/2019

__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).

The reported price is based on a weighted average of multiple same-day transactions with prices ranging from \$48.73 to \$48.78 per share.

(1) Full information regarding the number of shares sold at each separate price is available to the Securities and Exchange Commission staff, the Issuer or any security holder of the Issuer upon request.

The reported price is based on a weighted average of multiple same-day transactions with prices ranging from \$48.73 to \$48.79 per share.

(2) Full information regarding the number of shares sold at each separate price is available to the Securities and Exchange Commission staff, the Issuer or any security holder of the Issuer upon request.

The reported price is based on a weighted average of multiple same-day transactions with prices ranging from \$48.70 to \$48.79 per share.

(3) Full information regarding the number of shares sold at each separate price is available to the Securities and Exchange Commission staff, the Issuer or any security holder of the Issuer upon request.

The reported price is based on a weighted average of multiple same-day transactions with prices ranging from \$48.70 to \$48.79 per share.

(4) Full information regarding the number of shares sold at each separate price is available to the Securities and Exchange Commission staff, the Issuer or any security holder of the Issuer upon request.

(5) This option is granted under Teradyne's 2006 Equity and Cash Compensation Incentive Plan, and is exercisable at the rate of 25% per year, commencing on the date of the first anniversary of the grant, January 24, 2015.

(6) This option is granted under Teradyne's 2006 Equity and Cash Compensation Incentive Plan, and is exercisable at the rate of 25% per year, commencing on the date of the first anniversary of the grant, January 30, 2016.

(7) This option is granted under Teradyne's 2006 Equity and Cash Compensation Incentive Plan, and is exercisable at the rate of 25% per year, commencing on the date of the first anniversary of the grant, January 27, 2018.

(8) This option is granted under Teradyne's 2006 Equity and Cash Compensation Incentive Plan, and is exercisable at the rate of 25% per year, commencing on the date of the first anniversary of the grant, January 29, 2017.

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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