

TERADYNE, INC  
Form 4  
January 30, 2007

**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 \*  
**JAGIELA MARK E**

(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)  
**01/26/2007**

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, ST Division

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	01/26/2007		M	9,961 A \$ 0	17,127	D	
Common Stock	01/26/2007		F(1)	3,163 D \$ 0	13,964	D	
Common Stock	01/26/2007		M	8,217 A \$ 0	22,181	D	
Common Stock	01/26/2007		F(1)	2,889 D \$ 0	19,292	D	

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

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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 Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Restricted Stock Units	\$ 0 <sup>(2)</sup>	01/26/2007		M		9,961 <sup>(2)</sup> <sup>(2)</sup>	Common Stock 9,961
Restricted Stock Units	\$ 0 <sup>(3)</sup>	01/26/2007		M		8,217 <sup>(3)</sup> <sup>(3)</sup>	Common Stock 8,217
Restricted Stock Units	<sup>(4)</sup>	01/26/2007		A		25,788 <sup>(5)</sup> <sup>(5)</sup>	Common Stock 25,788

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JAGIELA MARK E TERADYNE, INC. 600 RIVERPARK DRIVE NORTH READING, MA 01864			President, ST Division	

## Signatures

Eileen Casal, General Counsel, by power of attorney  
 01/30/2007  
 \*\*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) Shares/units withheld but not issued to satisfy certain tax withholdings obligations.
- (2) Indicates conversion upon vesting of 50% of time-based RSUs granted on January 26, 2006. The remaining portion of the time-based RSUs will vest on January 26, 2008.

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- (3) Indicates conversion upon vestion of 50% of performance-based RSUs determined on January 22, 2007 by the Compensation Committee. The remaining portion of the performance-based RSUs will vest on Janaury 26, 2008.
- (4) Each RSU represents the right to receive one share of Teradyne, Inc. common stock.
- (5) These RSUs are time-based and will vest in four equal annual installments beginning on January 26, 2008.
- (6) Does not include a total of 211,511 options to purchase common stock of Teradyne, Inc.

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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