TERADYNE, INC Form 4 January 30, 2007

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB APPROVAL OMB

3235-0287 Number: January 31,

2005 Estimated average

Expires:

burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5

SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940

See Instruction 1(b).

(Print or Type Responses)

1. Name and Add BRADLEY M	*	_	2. Issuer Name and Ticker or Trading Symbol TERADYNE, INC [TER]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last)	Last) (First) (Midd		3. Date of Earliest Transaction	(Check an applicable)		
TERADYNE, INC., 600 RIVERPARK DRIVE			(Month/Day/Year) 01/26/2007	_X_ Director 10% Owner Specify below) CEO and President		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
NORTH READING, MA 01864			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

NORTH READING, MA 01864

(City)	(State) (2	Zip) Table	e I - Non-D	erivative S	ecurit	ies Acq	quired, Disposed o	of, or Beneficial	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		3. Transaction Code (Instr. 8)	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following	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	Reported Transaction(s) (Instr. 3 and 4)		
Common Stock	01/26/2007		M	31,304	A	\$0	101,424	D	
Common Stock	01/26/2007		F <u>(1)</u>	9,940	D	\$ 0	91,484	D	
Common Stock	01/26/2007		M	25,826	A	\$ 0	117,310	D	
Common Stock	01/26/2007		F(1)	8,228	D	\$0	109,082	D	

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

Edgar Filing: TERADYNE, INC - Form 4

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. Transactio Code (Instr. 8)	5. Number of orDerivative 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 Share
Restricted Stock Units	\$ 0 (2)	01/26/2007		M		31,304	(2)	(2)	Common Stock	31,304
Restricted Stock Units	\$ 0 (3)	01/26/2007		M		25,826	(3)	(3)	Common Stock	25,826
Restricted Stock Units	<u>(4)</u>	01/26/2007		A	75,132		(5)	(5)	Common Stock	75,132

Reporting Owners

Reporting Owner Name / Address	Relationships						
1 8	Director	10% Owner	Officer	Other			
BRADLEY MICHAEL A TERADYNE, INC. 600 RIVERPARK DRIVE NORTH READING, MA 01864	X		CEO and President				

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).
- (1) Shares/units withheld but not issued to satisfy certain tax withholding 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.

Reporting Owners 2

Edgar Filing: TERADYNE, INC - Form 4

- (3) Indicates conversion upon vesting 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 January 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 796,381 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. 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.