TERADYNE, INC Form 4 January 30, 2007

FORM 4

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

Washington, D.C. 20549
STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.

See Instruction

Check this box

if no longer

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

SECURITIES

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person <u>*</u> JAGIELA MARK E

(Zip)

(Last) (First) (Middle)

TERADYNE, INC., 600 RIVERPARK DRIVE

(City)

(Street)

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)

OMB APPROVAL

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

____ Director ____ 10% Owner __X_ Officer (give title ____ Other (specify below)

President, ST Division

 $6.\ Individual\ or\ Joint/Group\ Filing (Check$

Applicable Line)

X Form filed by One Reporting Person ___ Form filed by More than One Reporting

Person

n Dominative Securities Assuring Disposed of an Donoficially Or

NORTH READING, MA 01864

(State)

(City)	(State) (Z	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficia							lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, any (Month/Day/Year)		3. Transaction Code (Instr. 8)	4. Securities onAcquired (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	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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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 Shares
Restricted Stock Units	\$ 0 (2)	01/26/2007		M		9,961	(2)	(2)	Common Stock	9,961
Restricted Stock Units	\$ 0 (3)	01/26/2007		M		8,217	(3)	(3)	Common Stock	8,217
Restricted Stock Units	<u>(4)</u>	01/26/2007		A	25,788		<u>(5)</u>	(5)	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.

Reporting Owners 2

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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 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 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. 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.