

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person [*] -	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer				
Smith Gregory Stephen	TERADYNE, INC [TER]	(Check all applicable)				
(Last) (First) (Middle)	3. Date of Earliest Transaction (MM/DD/YYYY)	X Director 10% Owner X Officer (give title below) Other (specify below)				
TERADYNE, INC., 600 RIVERPARK DRIVE	1/29/2024	President and CEO				
(Street)	4. If Amendment, Date Original Filed (MM/DD/YYYY)	6. Individual or Joint/Group Filing (Check Applicable Line)				
NORTH READING, MA 01864 (City) (State) (Zip)		X _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. Trans. Date	(Instr. 8) of		or Disposed of (D)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)		7. Nature of Indirect Beneficial Ownership
		Code	v	Amount	(A) or (D)	Price		or Indirect (I) (Instr. 4)	(Instr. 4)
Common Stock	1/29/2024	F		4,652 <u>(1)</u>	D	\$106.07	57,643.3449	D	

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

						-								
2.	3. Trans.	3A. Deemed	4. Trans.	Code	5. Number	of	6. Date Exe	rcisable	7. Tit	le and Amount of	8. Price of	9. Number of	10.	11. Nature
Conversion	Date	Execution	(Instr. 8)		Derivative	Securities	and Expirati	ion Date	Secur	ities Underlying	Derivative	derivative	Ownership	of Indirect
or Exercise		Date, if any			Acquired (A) or		Derivative Secur		ative Security	Security	Securities	Form of	Beneficial	
Price of		-			Disposed of	f (D)			(Instr	. 3 and 4)	(Instr. 5)	Beneficially	Derivative	Ownership
Derivative					(Instr. 3, 4 a	and 5)				-		Owned	Security:	(Instr. 4)
Security									1			Following	Direct (D)	
-				1			-					Reported	or Indirect	
							Date	Expiration	Title	Amount or Number of		Transaction(s)	(I) (Instr.	
			Code	V	(A)	(D)	Exercisable	Date	11110	Shares		(Instr. 4)	4)	
	or Exercise Price of Derivative	Conversion Date or Exercise Price of Derivative	Conversion Date Execution or Exercise Date, if any Price of Derivative	Conversion or Exercise Date Date, if any Price of Derivative Security	Conversion Date Execution Date, if any Price of Derivative Security	Conversion or Exercise Price of Derivative Security	Conversion or Exercise Price of Derivative Security	Conversion or Exercise Price of Derivative Security Date Execution Date, if any (Instr. 8) Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	Conversion or Exercise Price of Derivative Security Date Execution Date, if any (Instr. 8) Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) and Expiration Date	Conversion or Exercise Price of Derivative Security Date Execution Date, if any (Instr. 8) Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) and Expiration Date Secur Derivative (Instr. 3)	Conversion or Exercise Price of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) Security Conversion Date, if any Price of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) Date Date Date Date Date Date Date Date	Conversion or Exercise Price of Derivative SecurityDateExecution Date, if any(Instr. 8)Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)and Expiration Date Derivative Security (Instr. 3 and 4)Derivative Security (Instr. 5)	2. 3. Trans. 3A. Deemed 4. Trans. Code 5. Number of 6. Date Exercisable 7. Title and Amount of 8. Price of 9. Number of Conversion Date Date, if any Instr. 8) Derivative Securities 6. Date Exercisable 7. Title and Amount of 8. Price of 9. Number of Derivative Derivative Security Instr. 8) Instr. 8) Instr. 8) Instr. 8) Owned Security Security	Conversion or Exercise Price of Derivative SecurityDate, if any(Instr. 8)Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)and Expiration Date and Expiration DateSecurities Underlying Derivative Security (Instr. 3 and 4)Derivative Security (Instr. 5)Derivative derivative Security Owned Derivative Security: Following Derivative followingDerivative derivative Security Derivative SecurityDerivative derivative Security (Instr. 3)Ownership Form of Derivative Derivative (Instr. 3)Derivative derivative Security (Instr. 3)Ownership Security (Instr. 3)O

Explanation of Responses:

(1) Shares withheld by the Issuer to satisfy the Reporting Person's tax withholding obligations in connection with the vesting of restricted stock units and performance-based restricted stock units on January 29, 2024.

Reporting Owners

Penarting Owner Name / Address	Relationships							
Reporting Owner Name / Address	Director	10% Owner	Officer	Other				
Smith Gregory Stephen TERADYNE, INC. 600 RIVERPARK DRIVE NORTH READING, MA 01864	X		President and CEO					

Signatures

/s/ Ryan E. Driscoll, Attorney-in-Fact	1/31/2024		
Signature of Reporting Person	Date		

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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.