

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**

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* <u>Gray Charles Jeffrey</u>  (Last) (First) (Middle) TERADYNE, INC. 600 RIVERPARK DRIVE  (Street) NORTH MA 01864 READING  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>TERADYNE, INC [ TER ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>VP, General Counsel &amp; Secretary</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>01/29/2019</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	01/29/2019		M		3,603	A	\$36.34	35,550	D	
Common Stock	01/29/2019		F <sup>(1)</sup>		1,054	D	\$36.34	34,496	D	
Common Stock	01/30/2019		M		17,204	A	\$36.34	51,700	D	
Common Stock	01/30/2019		F <sup>(1)</sup>		5,058	D	\$36.34	46,642	D	
Common Stock	01/30/2019		M		18,014	A	\$36.34	64,656	D	
Common Stock	01/30/2019		F <sup>(1)</sup>		7,638	D	\$36.34	57,018	D	
Common Stock	01/30/2019		M		3,564	A	\$36.9	60,582	D	
Common Stock	01/30/2019		F <sup>(1)</sup>		1,583	D	\$36.9	58,999	D	

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Restricted Stock Units	\$0 <sup>(2)</sup>	01/29/2019		M			3,603	(2)	(2)	Common Stock	3,603	\$0	3,603	D	
Restricted Stock Units	\$0 <sup>(3)</sup>	01/29/2019		A			35,218	(4)	(4)	Common Stock	35,218	\$0	35,218	D	
Restricted Stock Units	\$0 <sup>(5)</sup>	01/30/2019		M			17,204	(5)	(5)	Common Stock	17,204	\$0	18,014	D	
Restricted Stock Units	\$0 <sup>(5)</sup>	01/30/2019		M			18,014	(5)	(5)	Common Stock	18,014	\$0	0	D	
Restricted Stock Units	\$0 <sup>(6)</sup>	01/30/2019		M			3,564	(6)	(6)	Common Stock	3,564	\$0	0	D	

**Explanation of Responses:**

- Shares/units withheld but not issued to satisfy certain tax withholding obligations.
- Indicates conversion upon vesting of 25% of the time-based Restricted Stock Units (RSUs) granted on January 29, 2016. The remaining portion will vest on January 29, 2020.

3. Each Restricted Stock Unit (RSU) represents the right to receive one share of Teradyne, Inc. common stock.
4. These are performance-based RSU's granted on January 29, 2016. The number of performance-based RSU's was determined on January 29, 2019 and vest in full on January 29, 2019.
5. Indicates conversion upon vesting of 100% of performance-based RSU's granted on January 29, 2016.
6. Indicates conversion upon vesting of the final 25% of the time-based RSU's granted on January 30, 2015.

/s/ Ryan E. Driscoll, Deputy  
General Counsel, by power of attorney 01/31/2019

\*\* 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.

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