

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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>Vahey Walter G.</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>Exec. VP, Corp. Development</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>07/23/2020</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	07/23/2020		M		1,788	A	\$28.56	80,921 <sup>(5)</sup>	D	
Common Stock	07/23/2020		S		1,788	D	\$88.26	79,133	D	
Common Stock	07/23/2020		M		2,169	A	\$47.7	81,302	D	
Common Stock	07/23/2020		S		2,169	D	\$88.36	79,133	D	
Common Stock	07/23/2020		M		1,384	A	\$36.75	80,517	D	
Common Stock	07/23/2020		S		1,384	D	\$88.36	79,133	D	
Common Stock	07/23/2020		M		2,406	A	\$19.43	81,539	D	
Common Stock	07/23/2020		S		2,406	D	\$88.51	79,133	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
Stock Option (Right to Buy)	\$28.56	07/23/2020		M		1,788		(1)	01/27/2024	Common Stock	1,788	\$0	1,789	D	
Stock Option (Right to Buy)	\$47.7	07/23/2020		M		2,169		(2)	01/26/2025	Common Stock	2,169	\$0	2,169	D	
Stock Option (Right to Buy)	\$36.75	07/23/2020		M		1,384		(3)	01/25/2026	Common Stock	1,384	\$0	4,153	D	
Stock Option (Right to Buy)	\$19.43	07/23/2020		M		2,406		(4)	01/29/2023	Common Stock	2,406	\$0.0	0	D	

**Explanation of Responses:**

- The option vests 25% per year over four years beginning on January 27, 2018, the first anniversary of the grant.
- The option vests 25% per year over four years beginning on January 26, 2019, the first anniversary of the grant.
- The option vests 25% per year over four years beginning on January 25, 2020, the first anniversary of the grant.
- The option vests 25% per year over four years beginning on January 29, 2017, the first anniversary of the grant.
- Includes 147 shares acquired under the Issuer's Employee Stock Purchase Plan on June 30, 2020.

**Remarks:**

/s/ Ryan E. Driscoll, Attorney-in-Fact 07/27/2020

\*\* 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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