

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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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>TUFANO PAUL J</u> (Last) (First) (Middle) <u>TERADYNE, INC.</u> <u>600 RIVERPARK DRIVE</u> (Street) <u>NORTH READING MA 01864</u> (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) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/07/2019</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			

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	(1)	05/07/2019		M		4,849		(2)	(2)	Common Stock	4,849	\$0	0	D	
Phantom Stock Units	(3)	05/07/2019		M		4,849		(3)	(3)	Common Stock	4,849	\$0	30,485	D	
Restricted Stock Units	(1)	05/07/2019		A		4,157		(4)	(4)	Common Stock	4,157	\$0	4,157	D	

Explanation of Responses:

- Each Restricted Stock Unit (RSU) represents the right to receive one share of Teradyne, Inc. common stock.
- These RSU's were issued under the Teradyne, Inc. 2006 Equity and Cash Compensation Incentive Plan, are time-based, and will vest in full on the earlier of May 8, 2019 or the date the 2019 Annual Meeting of Shareholders is held.
- At the election of the reporting person, upon vesting of the RSU's, the shares were converted into Phantom Stock Units (PSU's) pursuant to the Teradyne, Inc. Deferral Plan for Non-Employee Directors (as restated on May 25, 2006). The PSU's are to be settled 1 for 1 in the Issuer's common stock generally within ninety (90) days of the date the non-employee director no longer serves as such.
- These RSU's were issued under the Teradyne, Inc. 2006 Equity and Cash Compensation Incentive Plan, are time-based, and will vest in full on the earlier of May 7, 2020 or the date the 2020 Annual Meeting of Shareholders is held.

/s/ Ryan E. Driscoll, Deputy General Counsel, by power of attorney 05/09/2019

** 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.

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 Number.