

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*			2. Issuer Name and Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
<u>JAGIELA MARK E</u>			<u>TERADYNE, INC [TER]</u>			<input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) President and CEO		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)					
			<u>02/13/2019</u>					
TERADYNE, INC. 600 RIVERPARK DRIVE			4. If Amendment, Date of Original Filed (Month/Day/Year)			6. Individual or Joint/Group Filing (Check Applicable Line)		
(Street)						<input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
NORTH READING	MA	01864						
(City)	(State)	(Zip)						

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	02/13/2019		S		36,529	D	\$39.2 ⁽¹⁾	335,555	D	
Common Stock	02/13/2019		M		11,385	A	\$19.16	346,940	D	
Common Stock	02/13/2019		S		11,385	D	\$39.2 ⁽²⁾	335,555	D	
Common Stock	02/13/2019		M		32,980	A	\$18.1	368,535	D	
Common Stock	02/13/2019		S		32,980	D	\$39.185 ⁽³⁾	335,555	D	
Common Stock	02/13/2019		M		28,050	A	\$28.56	363,605	D	
Common Stock	02/13/2019		S		28,050	D	\$39.205 ⁽⁴⁾	335,555	D	
Common Stock	02/13/2019		M		30,991	A	\$19.43	366,546	D	
Common Stock	02/13/2019		S		30,991	D	\$39.165 ⁽⁵⁾	335,555	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
Non-qualified Stock Option (Right to Buy)	\$19.16	02/13/2019		M			11,385	01/24/2015 ⁽⁶⁾	01/24/2021	Common Stock	11,385	\$0	0	D	
Non-qualified Stock Option (Right to Buy)	\$18.1	02/13/2019		M			32,980	01/30/2016 ⁽⁷⁾	01/30/2022	Common Stock	32,980	\$0	0	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	Amount or Number of Shares				
Non-qualified Stock Option (Right to Buy)	\$28.56	02/13/2019		M			28,050	01/27/2018 ⁽⁸⁾	01/27/2024	Common Stock	28,050	\$0	28,051	D	
Non-qualified Stock Option (Right to Buy)	\$19.43	02/13/2019		M			30,991	01/29/2017 ⁽⁹⁾	01/29/2023	Common Stock	30,991	\$0	15,496	D	

Explanation of Responses:

- The reported price is based on a weighted average of multiple same-day transactions with prices ranging from \$39.075 to \$39.29 per share. Full information regarding the number of shares sold at each separate price is available to the Securities and Exchange Commission staff, the Issuer or any security holder of the Issuer upon request.
- The reported price is based on a weighted average of multiple same-day transactions with prices ranging from \$39.16 to \$39.25 per share. Full information regarding the number of shares sold at each separate price is available to the Securities and Exchange Commission staff, the Issuer or any security holder of the Issuer upon request.
- The reported price is based on a weighted average of multiple same-day transactions with prices ranging from \$39.16 to \$39.195 per share. Full information regarding the number of shares sold at each separate price is available to the Securities and Exchange Commission staff, the Issuer or any security holder of the Issuer upon request.
- The reported price is based on a weighted average of multiple same-day transactions with prices ranging from \$39.075 to \$39.285 per share. Full information regarding the number of shares sold at each separate price is available to the Securities and Exchange Commission staff, the Issuer or any security holder of the Issuer upon request.
- The reported price is based on a weighted average of multiple same-day transactions with prices ranging from \$39.16 to \$39.17 per share. Full information regarding the number of shares sold at each separate price is available to the Securities and Exchange Commission staff, the Issuer or any security holder of the Issuer upon request.
- This option is granted under Teradyne's 2006 Equity and Cash Compensation Incentive Plan, and is exercisable at the rate of 25% per year, commencing on the date of the first anniversary of the grant, January 24, 2015.
- This option is granted under Teradyne's 2006 Equity and Cash Compensation Incentive Plan, and is exercisable at the rate of 25% per year, commencing on the date of the first anniversary of the grant, January 30, 2016.
- This option is granted under Teradyne's 2006 Equity and Cash Compensation Incentive Plan, and is exercisable at the rate of 25% per year, commencing on the date of the first anniversary of the grant, January 27, 2018.
- This option is granted under Teradyne's 2006 Equity and Cash Compensation Incentive Plan, and is exercisable at the rate of 25% per year, commencing on the date of the first anniversary of the grant, January 29, 2017.

/s/ Ryan E. Driscoll, Deputy
General Counsel, by power of 02/15/2019
attorney

** 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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