

FORM 4

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

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.

**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 * Burns Richard John <small>(Last) (First) (Middle)</small> TERADYNE, INC., 600 RIVERPARK DRIVE <small>(Street)</small> NORTH READING, MA 01864 <small>(City) (State) (Zip)</small>	2. Issuer Name and Ticker or Trading Symbol TERADYNE, INC [TER] 3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">5/20/2024</p>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) President, Semiconductor Test
4. If Amendment, Date Original Filed (MM/DD/YYYY)		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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	2A. Deemed Execution Date, if any	3. Trans. 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	5/20/2024		M	(1)	2,364	A	\$81.3	24,143.8691	D	
Common Stock	5/20/2024		S	(1)	2,364	D	\$135	21,779.8691	D	
Common Stock	5/20/2024		M	(1)	1,602	A	\$112.12	23,381.8691	D	
Common Stock	5/20/2024		M	(1)	1,039	A	\$103.44	24,420.8691	D	
Common Stock	5/20/2024		S	(1)	2,641	D	\$140	21,779.8691	D	

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

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		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 of Derivative Security: 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				
Stock Option (Right to Buy)	\$81.3	5/20/2024		M	(1)	2,364	(2)	10/1/2027	Common Stock	2,364	\$0	789	D		
Stock Option (Right to Buy)	\$112.12	5/20/2024		M	(1)	1,602	(3)	1/28/2029	Common Stock	1,602	\$0	1,603	D		
Stock Option (Right to Buy)	\$103.44	5/20/2024		M	(1)	1,039	(4)	1/27/2030	Common Stock	1,039	\$0	3,118	D		

Explanation of Responses:

- (1) The reported transactions were effected pursuant to a sales plan adopted by the Reporting Person on February 15, 2024 and intended to comply with Rule 10b5-1 under the Securities Exchange Act of 1934.
- (2) This option was granted under the Issuer's 2006 Equity and Cash Compensation Incentive Plan, and became exercisable at the rate of 25% per year commencing on October 1, 2021, the first anniversary of the grant.
- (3) This option was granted under the Issuer's 2006 Equity and Cash Compensation Incentive Plan, and became exercisable at the rate of 25% per year commencing on January 28, 2023, the first anniversary of the grant.
- (4) This option was granted under the Issuer's 2006 Equity and Cash Compensation Incentive Plan, and became exercisable at the rate of 25% per year commencing on January 27, 2024, the first anniversary of the grant.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Burns Richard John TERADYNE, INC. 600 RIVERPARK DRIVE NORTH READING, MA 01864			President, Semiconductor Test	

Signatures/s/ Ryan E. Driscoll, Attorney-in-Fact5/22/2024

**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.

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