

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 * Mehta Sanjay <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">1/24/2024</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) VP and Chief Financial Officer
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	1/24/2024		F		530 ⁽¹⁾	D	\$110.67	37,736,344.9 ⁽²⁾	D	
Common Stock	1/25/2024		A		8,454 ⁽³⁾	A	\$0	46,190,344.9	D	
Common Stock	1/25/2024		S ⁽⁴⁾		477	D	\$110.11 ⁽⁵⁾	45,713,344.9	D	
Common Stock	1/25/2024		S ⁽⁴⁾		540	D	\$111.5 ⁽⁶⁾	45,173,344.9	D	
Common Stock	1/25/2024		S ⁽⁴⁾		66	D	\$112.55 ⁽²⁾	45,107,344.9	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				

Explanation of Responses:

- (1) Shares withheld by the Issuer to satisfy the Reporting Person's tax withholding obligations in connection with the vesting of restricted stock units on January 24, 2024.
- (2) Includes 112,0774 shares acquired under the Issuer's Employee Stock Purchase Plan on December 29, 2023.
- (3) Represents performance-based restricted stock units ("PRSU's") granted to the Reporting Person under the Issuer's 2006 Equity and Cash Compensation Incentive Plan on January 29, 2021. Each PRSU represents the right to receive one share of Common Stock. The number of PRSU's was determined on January 25, 2024 and vest in full on January 29, 2024.
- (4) The shares were sold pursuant to a sales plan adopted by the Reporting Person on May 12, 2023 and intended to comply with Rule 10b5-1 under the Securities Exchange Act of 1934.
- (5) The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$109.87 to \$110.41. The Reporting Person undertakes to provide to the Issuer, any shareholder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (6) The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$110.97 to \$111.96. The Reporting Person undertakes to provide to the Issuer, any shareholder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

information regarding the number of shares sold at each separate price within the range set forth in this footnote.

- (7) The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$112.53 to \$112.55. The Reporting Person undertakes to provide to the Issuer, any shareholder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Mehta Sanjay TERADYNE, INC. 600 RIVERPARK DRIVE NORTH READING, MA 01864			VP and Chief Financial Officer	

Signatures

/s/ Ryan E. Driscoll, Attorney-in-Fact

1/26/2024

--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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