

| 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

|   |  |   |
|---|--|---|
| <b>1. Name and Address of Reporting Person*</b><br><u>Vahey Walter G.</u><br>_____<br>(Last) (First) (Middle)<br>TERADYNE, INC.<br>600 RIVERPARK DRIVE<br>_____<br>(Street)<br>NORTH MA 01864<br>READING<br>_____<br>(City) (State) (Zip) | <b>2. Issuer Name and Ticker or Trading Symbol</b><br><u>TERADYNE, INC [ TER ]</u> | <b>5. Relationship of Reporting Person(s) to Issuer</b><br>(Check all applicable)<br>Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><u>Exec. VP, Corp. Development</u> |
|   | <b>3. Date of Earliest Transaction (Month/Day/Year)</b><br><u>01/26/2021</u>       |   |
| <b>4. If Amendment, Date of Original Filed (Month/Day/Year)</b>   |  |   |

**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                    | 01/26/2021                           |  | A                              |   | 8,802 <sup>(1)</sup>  | A          | \$0      | 34,369  | D  |   |
| Common Stock                    | 01/26/2021                           |  | F                              |   | 3,567 <sup>(2)</sup>  | D          | \$138.1  | 30,802  | D  |   |
| Common Stock                    | 01/27/2021                           |  | F                              |   | 793 <sup>(3)</sup>  | D          | \$130.11 | 30,009  | 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 |   |  |  |   |  |

**Explanation of Responses:**

- Represents performance-based restricted stock units ("PRSUs") granted to the Reporting Person under the Issuer's 2006 Equity and Cash Compensation Incentive Plan on January 26, 2018. Each PRSU represents the right to receive one share of Common Stock. The number of PRSUs was determined and vested in full on January 26, 2021.
- Shares withheld by the Issuer to satisfy the Reporting Person's tax withholding obligations in connection with the vesting of the PRSUs on January 26, 2021.
- 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 27, 2021.

**Remarks:**

/s/ Ryan E. Driscoll, Attorney-in-Fact 01/28/2021

\*\* 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.