

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>Gray Charles Jeffrey</u>  (Last) (First) (Middle) TERADYNE, INC. 600 RIVERPARK DRIVE  (Street) NORTH MA 01864 READING  (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)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>VP, General Counsel, Secretary</u>
	3. Date of Earliest Transaction (Month/Day/Year) 01/29/2021	
		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. 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	01/29/2021		M		2,630	A	\$28.56	46,138	D	
Common Stock	01/29/2021		M		1,541	A	\$47.7	47,679	D	
Common Stock	01/29/2021		M		1,998	A	\$36.75	49,677	D	
Common Stock	01/29/2021		M		1,040	A	\$72.1	50,717	D	
Common Stock	01/29/2021		S		6,396	D	\$117.49 <sup>(5)</sup>	44,321	D	
Common Stock	01/29/2021		S		12,545	D	\$118.78 <sup>(6)</sup>	31,776	D	
Common Stock	01/29/2021		A		2,644 <sup>(7)</sup>	A	\$0	34,420	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
Stock Option (Right to Buy)	\$28.56	01/29/2021		M			2,630	(1)	01/27/2024	Common Stock	2,630	\$0	0	D	
Stock Option (Right to Buy)	\$47.7	01/29/2021		M			1,541	(2)	01/26/2025	Common Stock	1,541	\$0	1,541	D	
Stock Option (Right to Buy)	\$36.75	01/29/2021		M			1,998	(3)	01/25/2026	Common Stock	1,998	\$0	3,997	D	
Stock Option (Right to Buy)	\$72.1	01/29/2021		M			1,040	(4)	01/24/2027	Common Stock	1,040	\$0	3,121	D	
Stock Option (Right to Buy)	\$113.48	01/29/2021		A			2,733	(8)	01/29/2028	Common Stock	2,733	\$0	2,733	D	

**Explanation of Responses:**

- The option vests 25% per year over four years beginning on January 27, 2018, the first anniversary of the grant.
- The option vests 25% per year over four years beginning on January 26, 2019, the first anniversary of the grant.
- The option vests 25% per year over four years beginning on January 25, 2020, the first anniversary of the grant.
- The option vests 25% per year over four years beginning on January 24, 2021, the first anniversary of the grant.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$117.20 to \$117.79. The Reporting Person undertakes to provide to the Issuer, any security holder 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.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$118.30 to \$119.12. The Reporting Person undertakes to provide to the Issuer, any security holder 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.

forth in this footnote.

7. Represents restricted stock units ("RSUs") granted to the Reporting Person under the Issuer's 2006 Equity and Cash Compensation Incentive Plan. Each RSU represents the right to receive one share of Common Stock. The RSUs will vest in four equal annual installments beginning on January 29, 2022.

8. This option vests 25% per year over four years beginning on January 29, 2022, the first anniversary of the grant.

**Remarks:**

/s/ Ryan E. Driscoll, Attorney-  
in-Fact 02/02/2021

\*\* 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.

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