

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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>Mehta Sanjay</u>			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 _____ Officer (give title below) <u>VP and Chief Financial Officer</u> Other (specify below) _____		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>08/14/2023</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
<u>TERADYNE, INC.</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)					
<u>600 RIVERPARK DRIVE</u>			Rule 10b5-1(c) Transaction Indication <input checked="" type="checkbox"/> 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.					
(Street)	(City)	(State)						
<u>NORTH READING</u>	<u>MA</u>	<u>01864</u>						

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	08/14/2023		M ⁽¹⁾		5,077	A	\$48.74	62,725.2675 ⁽³⁾	D	
Common Stock	08/14/2023		S ⁽¹⁾		6,549	D	\$101.76 ⁽⁴⁾	56,176.2675	D	
Common Stock	08/14/2023		S ⁽¹⁾		2,619	D	\$102.74 ⁽⁵⁾	53,557.2675	D	
Common Stock	08/14/2023		S ⁽¹⁾		10,822	D	\$103.85 ⁽⁶⁾	42,735.2675	D	
Common Stock	08/14/2023		S ⁽¹⁾		4,581	D	\$104.54 ⁽⁷⁾	38,154.2675	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)	\$48.74	08/14/2023		M ⁽¹⁾			5,077	(2)	05/01/2026	Common Stock	5,077	\$0	0	D	

Explanation of Responses:

- The reported transactions were effected 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.
- 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 May 1, 2020, the first anniversary of the grant.
- Includes 112,2675 shares acquired under the Issuer's Employee Stock Purchase Plan on June 30, 2023.
- The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$101.28 to \$102.25. 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.
- The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$102.35 to \$103.15. 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.
- The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$103.29 to \$104.28. 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.
- The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$104.30 to \$104.72. 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.

/s/ Ryan E. Driscoll, Attorney-in-Fact 08/16/2023

** 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.