

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>Smith Gregory Stephen</u> <hr/> (Last) (First) (Middle) <u>TERADYNE, INC.</u> <u>600 RIVERPARK DRIVE</u> <hr/> (Street) <u>NORTH MA 01864</u> <hr/> (City) (State) (Zip)			2. Issuer Name and Ticker or Trading Symbol <u>TERADYNE, INC [ TER ]</u> <hr/> 3. Date of Earliest Transaction (Month/Day/Year) <u>01/25/2022</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>President, Ind. Automation Grp</u>		
			4. If Amendment, Date of Original Filed (Month/Day/Year)			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	01/25/2022		A		23,130 <sup>(1)</sup>	A	\$0	50,688	D	
Common Stock	01/25/2022		F		9,916 <sup>(2)</sup>	D	\$138.29	40,772	D	
Common Stock	01/26/2022		F		751 <sup>(3)</sup>	D	\$143.37	40,021	D	
Common Stock	01/26/2022		s <sup>(4)</sup>		1,635	D	\$143.56	38,386	D	
Common Stock	01/26/2022		M <sup>(4)</sup>		1,658	A	\$47.7	40,044	D	
Common Stock	01/26/2022		s <sup>(4)</sup>		1,658	D	\$143.56	38,386	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		Date Exercisable	Expiration Date						Title
Stock Option (Right to Buy)	\$47.7	01/26/2022		M <sup>(4)</sup>		1,658	(5)	01/26/2025	Common Stock	1,658	\$0	0	D	

**Explanation of Responses:**

1. 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 25, 2019. Each PRSU represents the right to receive one share of Common Stock. The number of PRSUs was determined and vested in full on January 25, 2022.
2. Shares withheld by the Issuer to satisfy the Reporting Person's tax withholding obligations in connection with the vesting of the PRSUs on January 25, 2022.
3. 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 26, 2022.
4. The reported transaction was effected pursuant to a sales plan adopted by Reporting Person and intended to comply with Rule 10b5-1 under the Securities Exchange Act of 1934.
5. The option vests 25% per year over four years beginning on January 26, 2019, the first anniversary of the grant.

**Remarks:**

/s/ Ryan E. Driscoll, Attorney-in-Fact 01/27/2022

\*\* 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.