

| OMB APPROVAL | |
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

| | | | | | | | | | |
|---|-----------|--------------|---|--|--|--|--|--|--|
| 1. Name and Address of Reporting Person* Robbins Brad | | | 2. Issuer Name and Ticker or Trading Symbol TERADYNE, INC [TER] | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) President, LitePoint Corp. | | | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) 01/27/2022 | | | 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 | | | |
| TERADYNE, INC. 600 RIVERPARK DRIVE | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | | |
| (Street) | (City) | (State) | (Zip) | | | | | | |
| NORTH READING | MA | 01864 | | | | | | | |

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 | 01/27/2022 | | M ⁽¹⁾ | | 3,145 | A | \$19.43 | 46,256 ⁽²⁾ | D | |
| Common Stock | 01/27/2022 | | S ⁽¹⁾ | | 300 | D | \$103.48 ⁽⁴⁾ | 45,956 | D | |
| Common Stock | 01/27/2022 | | S ⁽¹⁾ | | 911 | D | \$104.74 ⁽⁵⁾ | 45,045 | D | |
| Common Stock | 01/27/2022 | | S ⁽¹⁾ | | 475 | D | \$105.6 ⁽⁶⁾ | 44,570 | D | |
| Common Stock | 01/27/2022 | | S ⁽¹⁾ | | 324 | D | \$107.01 ⁽⁷⁾ | 44,246 | D | |
| Common Stock | 01/27/2022 | | S ⁽¹⁾ | | 200 | D | \$108.09 ⁽⁸⁾ | 44,046 | D | |
| Common Stock | 01/27/2022 | | S ⁽¹⁾ | | 300 | D | \$109.54 ⁽⁹⁾ | 43,746 | D | |
| Common Stock | 01/27/2022 | | S ⁽¹⁾ | | 535 | D | \$110.91 ⁽¹⁰⁾ | 43,211 | D | |
| Common Stock | 01/27/2022 | | S ⁽¹⁾ | | 100 | D | \$111.42 | 43,111 | 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) | \$19.43 | 01/27/2022 | | M ⁽¹⁾ | | | 3,145 | (3) | 01/29/2023 | Common Stock | 3,145 | \$0 | 6,289 | D | |

Explanation of Responses:

- 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.
- Adjusted to correct the number of shares reported as being withheld by the Issuer to satisfy the Reporting Person's tax withholding obligations in connection with the vesting of performance-based restricted stock units on January 25, 2022 on a Form 4 filed on January 27, 2022, which overstated the number of shares withheld by nine shares.
- This option was granted under Teradyne's 2006 Equity and Cash Compensation Incentive Plan, and is exercisable at the rate of 25% per year, commencing on the date of the first anniversary of the grant, January 29, 2017.
- The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$103.21 to \$103.64. 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 \$105.28. 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 \$105.39 to \$105.85. 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 \$106.41 to \$107.37. 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 \$107.66 to \$108.52. 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 \$109.15 to \$109.78. 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.

in this footnote.

10. The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$110.35 to \$111.23. 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.

Remarks:

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

01/28/2022

** 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.