

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>			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>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>01/28/2022</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		
TERADYNE, INC. 600 RIVERPARK DRIVE			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <u>NORTH MA 01864</u>								
(City)	(State)	(Zip)						

**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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	01/28/2022		A		2,676 <sup>(1)</sup>	A	\$0	41,443	D	
Common Stock	01/31/2022		F		294 <sup>(2)</sup>	D	\$117.43	41,149	D	
Common Stock	01/31/2022		S <sup>(4)</sup>		14,605	D	\$112.12	26,544	D	
Common Stock	01/31/2022		M <sup>(4)</sup>		1,998	A	\$36.75	28,542	D	
Common Stock	01/31/2022		S <sup>(4)</sup>		1,998	D	\$112.12	26,544	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	Amount or Number of Shares				
Stock Option (Right to Buy)	\$112.12	01/28/2022		A		2,564		(3)	01/28/2029	Common Stock	2,564	\$0	2,564	D	
Stock Option (Right to Buy)	\$36.75	01/31/2022		M <sup>(4)</sup>		1,998		(5)	01/25/2026	Common Stock	1,998	\$0	1,999	D	

**Explanation of Responses:**

- 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 28, 2023.
- Shares withheld by the Issuer to satisfy the Reporting Person's tax withholding obligations in connection with the vesting of RSUs on January 29, 2022.
- This option vests 25% per year over four years beginning on January 28, 2023, the first anniversary of the grant.
- The reported transaction was effected pursuant to a sales plan adopted by the Reporting Person and intended to comply with Rule 10b5-1 under the Securities Exchange Act of 1934.
- This option vests 25% per year over four years beginning on January 25, 2020, the first anniversary of the grant.

**Remarks:**

/s/ Ryan E. Driscoll, Attorney- 02/01/2022  
in-Fact

\*\* 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.