JAGIELA MARK E

Form 4

January 27, 2009

# FORM 4

### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

Check this box if no longer

subject to Section 16. Form 4 or Form 5

obligations may continue. See Instruction

1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

(Last)

(City)

Stock

Stock

Common

1. Name and Address of Reporting Person \* JAGIELA MARK E

(Middle)

(Zip)

TERADYNE, INC., 600

RIVERPARK DRIVE

(Street)

(State)

01/26/2009

NORTH READING, MA 01864

(First)

Symbol

TERADYNE, INC [TER]

(Month/Day/Year)

01/25/2009

4. If Amendment, Date Original Filed(Month/Day/Year)

2. Issuer Name and Ticker or Trading

3. Date of Earliest Transaction

5. Relationship of Reporting Person(s) to Issuer

**OMB APPROVAL** 

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

(Check all applicable)

Director 10% Owner Other (specify X\_ Officer (give title below) below)

President, ST Division

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

D

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

\$0

50,968

1.Title of Security	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if		4. Securities Acquired n(A) or Disposed of			Securities Beneficially Owned	6. Ownership Form: Direct	7. Nature of Indirect Beneficial Ownership (Instr. 4)
(Instr. 3)		any (Month/Day/Year)	Code (Instr. 8)	(D) (Instr. 3, 4 and 5)		(D) or Indirect (I) (Instr. 4)			
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common Stock	01/25/2009		M	10,438	A	\$0	50,870	D	
Common Stock	01/26/2009		F(1)	3,962	D	\$0	46,908	D	
Common	01/26/2009		M	6,447	A	\$0	53,355	D	

2,387

D

 $F^{(1)}$ 

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

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. Transactic Code (Instr. 8)	5. Number of orDerivative 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 Underlying Securities (Instr. 3 and 4)		8. I De Sec (In
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	\$ 0 (2)	01/25/2009		M	10,438	(2)	(2)	Common Stock	10,438	9
Restricted Stock Units	\$ 0 (3)	01/26/2009		M	6,447	(3)	(3)	Common Stock	6,447	9

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

JAGIELA MARK E TERADYNE, INC. 600 RIVERPARK DRIVE NORTH READING, MA 01864

President, ST Division

## **Signatures**

/s/Eileen Casal, by power of attorney 01/27/2009

\*\*Signature of Reporting Person Date

## **Explanation of Responses:**

- \* 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).
- (1) Shares/units withheld but not issued to satisfy certain tax withholding obligations.
- (2) Indicates conversion upon vesting of 25% of the time-based Restricted Stock Units (RSU's) granted on January 25, 2008. The remaining portion will vest in three equal installments annually on the anniversary of the grant.

**(3)** 

Reporting Owners 2

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Indicates conversion upon vesting of 25% of the time-based RSU's granted on January 26, 2007. The remaining portion will vest in two equal installments annually on the anniversary of the grant.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.