

TERADYNE, INC  
Form 4  
January 29, 2008

**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

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
CASAL EILEEN

(Last) (First) (Middle)

TERADYNE, INC., 600  
RIVERPARK DRIVE

(Street)

NORTH READING,, MA 01864

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
TERADYNE, INC [TER]

3. Date of Earliest Transaction  
(Month/Day/Year)  
01/25/2008

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_X\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)  
VP,General Counsel&Secretary

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_X\_\_ Form filed by One Reporting Person  
\_\_\_\_ 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	01/26/2008		M		6,261	A \$ 0 20,492	D
Common Stock	01/28/2008		F(1)		2,377	D \$ 0 18,115	D
Common Stock	01/26/2008		M		5,165	A \$ 0 23,280	D
Common Stock	01/28/2008		F(1)		1,722	D \$ 0 21,558	D
Common Stock	01/26/2008		M		3,609	A \$ 0 25,167	D

Edgar Filing: TERADYNE, INC - Form 4

Common Stock	01/28/2008	F <sup>(1)</sup>	1,146	D	\$ 0	24,021	D
Common Stock	01/26/2008	M	678	A	\$ 0	24,699	D
Common Stock	01/28/2008	F <sup>(1)</sup>	216	D	\$ 0	24,483	D

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

**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 control number.**

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. 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 Underlying Securities (Instr. 3 and 4)		8. Amount or Number of Shares	9. Other	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	\$ 0 <u>(2)</u>	01/26/2008		M		6,261		<u>(2)</u>	<u>(2)</u>	Common Stock	6,261	\$
Restricted Stock Units	\$ 0 <u>(3)</u>	01/26/2008		M		5,165		<u>(3)</u>	<u>(3)</u>	Common Stock	5,165	\$
Restricted Stock Units	\$ 0 <u>(4)</u>	01/26/2008		M		3,609		<u>(4)</u>	<u>(4)</u>	Common Stock	3,609	\$
Restricted Stock Units	\$ 0 <u>(5)</u>	01/26/2008		M		678		<u>(5)</u>	<u>(5)</u>	Common Stock	678	\$
Restricted Stock Units	\$ 0 <u>(6)</u>	01/25/2008		A		20,973		<u>(7)</u>	<u>(7)</u>	Common Stock	20,973	\$

## Reporting Owners

### Relationships

Reporting Owner Name / Address

Reporting Owners

Edgar Filing: TERADYNE, INC - Form 4

Director      10% Owner      Officer      Other

CASAL EILEEN  
TERADYNE, INC.  
600 RIVERPARK DRIVE  
NORTH READING,, MA 01864

VP,General  
Counsel&Secretary

## Signatures

/s/Eileen Casal, General  
Counsel

01/29/2008

\_\_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 the final portion of the time-based Restricted Stock Units (RSU's) granted on January 26, 2006.
- (3) Indicates conversion upon vesting of the final portion of the performance-based RSU's granted on January 26, 2006.
- (4) Indicates conversion upon vesting of 25% of the time-based RSU's granted on January 26, 2007. The remaining portion will vest in three equal installments annually on the anniversary of the grant.
- (5) Indicates conversion upon vesting of 25% of the performance-based RSU's granted on January 26, 2007. The remaining portion will vest in three equal installments annually on the anniversary of the grant.
- (6) Each RSU represents the right to receive one share of Teradyne, Inc. common stock.
- (7) These RSU's are time-based and will vest in four equal installments beginning January 25, 2009.
- (8) Does not include a total of 140,000 options to purchase common stock of Teradyne, Inc.

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.