

Gray Charles Jeffrey
Form 4
January 31, 2013

FORM 4

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

OMB APPROVAL

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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)

1. Name and Address of Reporting Person *
Gray Charles Jeffrey

(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)
01/29/2013

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
VP, General Counsel & Secretary

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 | 01/29/2013 | | M | | 7,066 | A | \$ 16.28 |
| Common Stock | 01/29/2013 | | F(1) | | 2,304 | D | \$ 16.28 |
| Common Stock | 01/29/2013 | | M | | 4,711 | A | \$ 16.28 |
| Common Stock | 01/29/2013 | | F(1) | | 1,536 | D | \$ 16.28 |
| Common Stock | 01/30/2013 | | S | | 11,200 | D | \$ 16.23 |

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| | | | | | | | |
|--------------|------------|---|-------|---|----------|--------|---|
| Common Stock | 01/30/2013 | M | 8,049 | A | \$ 9.34 | 51,252 | D |
| Common Stock | 01/30/2013 | S | 8,049 | D | \$ 16.23 | 43,203 | D |

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

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(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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title |
| Restricted Stock Units | \$ 0 ⁽²⁾ | 01/29/2013 | | M | 7,066 | ⁽²⁾ ⁽²⁾ | Common Stock 7 |
| Restricted Stock Units | \$ 0 ⁽³⁾ | 01/29/2013 | | M | 4,711 | ⁽³⁾ ⁽³⁾ | Common Stock 4 |
| Non-qualified Stock Option (Right to Buy) | \$ 9.34 | 01/30/2013 | | M | 8,049 | 01/29/2011 ⁽⁴⁾ 01/29/2017 | Common Stock 8 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Gray Charles Jeffrey TERADYNE, INC. 600 RIVERPARK DRIVE NORTH READING, MA 01864 | | | VP, General Counsel & Secretary | |

Signatures

/s/ Ryan E. Driscoll, Deputy General Counsel, by power of attorney

01/31/2013

__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 performance-based Restricted Stock Units (RSU's) granted on January 29, 2010. The remaining portion of the performance-based RSUs will vest on January 29, 2014.
- (3) Indicates conversion upon vesting of 25% of the time-based Restricted Stock Units (RSU's) granted on January 29, 2010. The remaining portion of the time-based RSUs will vest on January 29, 2014.
- (4) This option is 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, 2011.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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