BEECHER GREGORY R

Form 4

February 02, 2009

FORM 4

Check this box

if no longer

subject to

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

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Section 16. Form 4 or Form 5 obligations may continue.

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

SECURITIES

30(h) of the Investment Company Act of 1940

1(b).

(Last)

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * BEECHER GREGORY R

(First)

(Street)

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

(Middle)

TERADYNE, INC [TER]

(Check all applicable)

TERADYNE, INC., 600

3. Date of Earliest Transaction

X_ Officer (give title

10% Owner

01/30/2009

(Month/Day/Year)

below) below) VP & CFO

Other (specify

RIVERPARK DRIVE

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

(Instr. 8)

Director

Applicable Line) _X_ Form filed by One Reporting Person

(I)

(Instr. 4)

6. Individual or Joint/Group Filing(Check

Form filed by More than One Reporting Person

NORTH READING,, MA 01864

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Owned

1. Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D)

5. Amount of Securities Beneficially

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial

Ownership

(Instr. 4)

(A)

(Instr. 3, 4 and 5)

Following Reported Transaction(s)

(Instr. 3 and 4)

Code V Amount (D) Price

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of 3. Transaction Date 3A. Deemed 5. Number of 6. Date Exercisable and 4. Derivative Conversion (Month/Day/Year) Execution Date, if **Transaction**Derivative **Expiration Date** Security or Exercise Code Securities (Month/Day/Year) any

7. Title and A

Underlying S

(Instr. 3 and

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Acquired (ADisposed of (Instr. 3, 4, 5)	f (D)			
				Code V	7 (A)	(D)	Date Exercisable	Expiration Date	Title
Restricted Stock Units	\$ 0 (1)	01/30/2009		A	83,000		<u>(2)</u>	(2)	Common Stock
Non-Qualified Stock Option (Right to Buy)	\$ 4.81	01/30/2009		A	207,500		01/30/2010(3)	01/30/2016	Common Stock

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

BEECHER GREGORY R TERADYNE, INC. 600 RIVERPARK DRIVE NORTH READING,, MA 01864

VP & CFO

Signatures

/s/Eileen Casal, General Counsel, by power of attorney

02/02/2009

**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) Each Restricted Stock Unit (RSU) represents the right to receive one share of Teradyne, Inc. common stock.
- (2) These RSU's were issued under Teradyne's 2006 Equity and Cash Compensation Incentive Plan, are time-based, and will vest in four equal installments beginning on January 30, 2010.
- (3) This option is granted under Teradyne's 2006 Equity and Cash Compensation Incentive Plan, and is exerciseable at the rate of 25% per year, commencing on the date of the first anniversary of the grant, January 30, 2010.

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.

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