

TERADYNE, INC
Form 3
February 16, 2016

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF 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 *
 Å Smith Gregory Stephen
 (Last) (First) (Middle)

2. Date of Event Requiring Statement
 (Month/Day/Year)
 02/08/2016

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

4. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 Director 10% Owner
 Officer Other
 (give title below) (specify below)
 President, Semiconductor Test

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

1 HUCKLEBERRY ROAD
 (Street)

HOPKINTON, Å MA Å 01748
 (City) (State) (Zip)

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year) Date Exercisable Expiration Date	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) Title Amount or Number of Shares	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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Restricted Stock Units	Â (1)	Â (1)	Common Stock	1,027	\$ 0 (2)	D	Â
Restricted Stock Units	Â (3)	Â (3)	Common Stock	3,406	\$ 0 (2)	D	Â
Restricted Stock Units	Â (4)	Â (4)	Common Stock	8,288	\$ 0 (2)	D	Â
Restricted Stock Units	Â (5)	Â (5)	Common Stock	9,779	\$ 0 (2)	D	Â
Non-qualified Stock Option (Right to Buy)	01/29/2017(6)	01/29/2023	Common Stock	8,963	\$ 19.43	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Smith Gregory Stephen 1 HUCKLEBERRY ROAD HOPKINTON, MA 01748	Â	Â	Â President, Semiconductor Test	Â

Signatures

/s/ Ryan E. Driscoll, Deputy General Counsel, by power of attorney 02/16/2016

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) These time-based Restricted Stock Units (RSUs) were granted under Teradyne's 2006 Equity and Cash Compensation Incentive Plan on January 25, 2013 and vest in four equal installments beginning on January 25, 2014. The remaining portion will vest on January 25, 2017.
- (2) Each Restricted Stock Unit (RSU) represents the right to receive one share of Teradyne, Inc. common stock.
These time-based Restricted Stock Units (RSUs) were granted under Teradyne's 2006 Equity and Cash Compensation Incentive Plan on January 24, 2014 and vest in four equal installments beginning on January 24, 2015. The remaining portion will vest in two equal installments annually on the anniversary of the grant.
- (3) These time-based Restricted Stock Units (RSUs) were granted under Teradyne's 2006 Equity and Cash Compensation Incentive Plan on January 30, 2015 and vest in four equal installments beginning on January 30, 2016. The remaining portion will vest in three equal installments annually on the anniversary of the grant.
- (4) These time-based Restricted Stock Units (RSUs) were granted under Teradyne's 2006 Equity and Cash Compensation Incentive Plan on January 29, 2016 and will vest in four equal installments beginning on January 29, 2017.
- (5) This option was granted under Teradyne's 2006 Equity and Cash Compensation Plan, and is exercisable at the rate of 25% per year, commencing on the date of the first anniversary of the grant, January 29, 2017.

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.