Beecher Gregory R Form 4 January 29, 2019

# FORM 4

Check this box

if no longer

Section 16.

Form 4 or

obligations

may continue.

Form 5

subject to

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

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 See Instruction 1(b).

(Print or Type Responses)

TERADYNE, INC., 600

RIVERPARK DRIVE

(Last)

1. Name and Address of Reporting Person \* Beecher Gregory R

(First)

(Street)

(Middle)

2. Issuer Name and Ticker or Trading Symbol

TERADYNE, INC [TER]

3. Date of Earliest Transaction (Month/Day/Year) 01/25/2019

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

OMB

Number:

Expires:

response...

**OMB APPROVAL** 

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

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

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

6. Individual or Joint/Group Filing(Check Applicable Line)

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

NORTH READING, MA 01864

(City)	(State)	(Zip) Table	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed o	f, or Beneficial	y 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)				5. Amount of Securities Beneficially Owned Following	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	Reported Transaction(s) (Instr. 3 and 4)		
Common Stock	01/28/2019		M	5,252	A	\$ 36.77	42,162	D	
Common Stock	01/28/2019		F(1)	1,533	D	\$ 36.77	40,629	D	
Common Stock	01/28/2019		M	3,239	A	\$ 36.77	43,868	D	
Common Stock	01/28/2019		F(1)	1,089	D	\$ 36.77	42,779	D	

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. Transaction Code (Instr. 8)	5. Number on Derivative Securities Acquired Disposed (Instr. 3, 4	(A) or of (D)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Underlying (Instr. 3 and
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title
Restricted Stock Units	(2)	01/25/2019		A	17,633		<u>(3)</u>	<u>(3)</u>	Commor Stock
Non-qualified Stock Option (Right to Buy)	\$ 36.75	01/25/2019		A	15,790		01/25/2020(4)	01/25/2026	Commor Stock
Restricted Stock Units	\$ 0 (5)	01/28/2019		M		5,252	<u>(5)</u>	<u>(5)</u>	Commor Stock
Restricted Stock Units	\$ 0 (6)	01/28/2019		M		3,239	<u>(6)</u>	<u>(6)</u>	Commor Stock

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
rr a g a m	Director	10% Owner	Officer	Other			
Beecher Gregory R							
TERADYNE, INC.			VP and CFO				
600 RIVERPARK DRIVE			vr and Cro				

NORTH READING, MA 01864

# **Signatures**

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

01/29/2019

\*\*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) Each Restricted Stock Unit (RSU) represents the right to receive one share of Teradyne, Inc. common stock.

Reporting Owners 2

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- 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 29, 2020.
- 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, 2020.
- Indicates conversion upon vesting of 25% of the time-based RSU's granted on January 27, 2017. The remaining portion will vest in two equal installments annually on the anniversary of the grant.
- Indicates conversion upon vesting of 25% of the time-based RSU's granted on January 26, 2018. The remaining portion will vest in three 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.