

HOTCHKISS JEFFREY R
 Form 4
 February 03, 2012

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 *
HOTCHKISS JEFFREY R

(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)
02/01/2012

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)
 President, SystemsTestDivision

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)	
				(A) or (D)	Price			
				Code	V	Amount		
Common Stock	02/01/2012		S	9,800	D	\$ 16.7714	50,340	D
Common Stock	02/01/2012		S	200	D	\$ 16.7718	50,140	D
Common Stock	02/02/2012		S	4,800	D	\$ 16.83	45,340	D
Common Stock	02/02/2012		S	100	D	\$ 16.8305	45,240	D
Common Stock	02/02/2012		S	2,995	D	\$ 16.831	42,245	D

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Common Stock	02/02/2012	S	100	D	\$ 16.8312	42,145	D
Common Stock	02/02/2012	S	100	D	\$ 16.8314	42,045	D
Common Stock	02/02/2012	S	300	D	\$ 16.8317	41,745	D
Common Stock	02/02/2012	S	3,005	D	\$ 16.84	38,740	D
Common Stock	02/02/2012	S	100	D	\$ 16.8404	38,640	D
Common Stock	02/02/2012	S	100	D	\$ 16.8406	38,540	D
Common Stock	02/02/2012	S	300	D	\$ 16.85	38,240	D
Common Stock	02/02/2012	S	300	D	\$ 16.8502	37,940	D
Common Stock	02/02/2012	S	100	D	\$ 16.8505	37,840	D
Common Stock	02/02/2012	S	200	D	\$ 16.8518	37,640	D

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

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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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HOTCHKISS JEFFREY R TERADYNE, INC. 600 RIVERPARK DRIVE NORTH READING, MA 01864			President, SystemsTestDivision	

Signatures

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

02/03/2012

__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).

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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