

# **TERADYNE, INC**

Reported by  
**MATZ MARILYN**

## **FORM 4**

(Statement of Changes in Beneficial Ownership)

Filed 07/05/17 for the Period Ending 07/03/17

Address 600 RIVERPARK DRIVE  
NORTH READING, MA 01864  
Telephone 978-370-2700  
CIK 0000097210  
Symbol TER  
SIC Code 3825 - Instruments for Measuring and Testing of Electricity and Electrical Signals  
Industry Semiconductor Equipment & Testing  
Sector Technology  
Fiscal Year 12/31

# FORM 4

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

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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 or  
Section 30(h) of the Investment Company Act of 1940

<b>1. Name and Address of Reporting Person *</b>  <b>MATZ MARILYN</b>  (Last) (First) (Middle)  <b>TERADYNE, INC., 600 RIVERPARK DRIVE</b>  (Street)  <b>NORTH READING, MA 01864</b>  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b>  <b>TERADYNE, INC [ TER ]</b>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable)  <input checked="" type="checkbox"/> Director _____ 10% Owner <input type="checkbox"/> Officer (give title below) _____ Other (specify below)
<b>3. Date of Earliest Transaction (MM/DD/YYYY)</b>  <p align="center"><b>7/3/2017</b></p>		<b>6. Individual or Joint/Group Filing (Check Applicable Line)</b>  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
<b>4. If Amendment, Date Original Filed (MM/DD/YYYY)</b>		

### Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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			

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

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Units	\$0 (1)	7/3/2017		A		4993		(2)	(2)	Common Stock	4993	\$0	4993	D	

#### Explanation of Responses:

- (1) Each Restricted Stock Unit (RSU) represents the right to receive one share of Teradyne, Inc. common stock.
- (2) These RSUs were issued under the Teradyne, Inc. 2006 Equity and Cash Compensation Incentive Plan, are time-based, and will vest in full on the earlier of July 3, 2018 or the date the 2018 Annual Meeting of Shareholders is held.

#### Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MATZ MARILYN TERADYNE, INC. 600 RIVERPARK DRIVE NORTH READING, MA 01864	X			

#### Signatures

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

7/5/2017

\*\*Signature of Reporting Person

Date

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

\* 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Consent

Date: June 16, 2017

**TO WHOM IT MAY CONCERN:**

I hereby authorize Teradyne, Inc.'s Chief Financial Officer, General Counsel, Corporate Counsel, Secretary, Assistant Secretary or Corporate Controller, or any of their respective designees to execute and cause to be filed, on my behalf, (i) Form 144 or any other documents to be filed pursuant to Rule 144 of the Securities Act of 1933 and any regulations thereunder with respect to securities of Teradyne, Inc. and (ii) Form 4 and/or Form 5, including amendments thereto or other document required to be filed pursuant to Section 16(a) of the Securities and Exchange Act of 1934 and any regulations thereunder with respect to securities of Teradyne, Inc.

This authorization shall continue until terminated in writing by me.

*Signature: /s/ Marilyn Matz      Date Signed: June 16, 2017*

*Name Printed: Marilyn Matz*