**VALLEE ROY** Form 4 February 08, 2006

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL** 

OMB 3235-0287 Number:

January 31,

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Estimated average

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

See Instruction

Check this box

if no longer

subject to

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

1(b). (Print or Type Responses)

(Last)

1. Name and Address of Reporting Person \* VALLEE ROY

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

below)

(First)

(Middle)

(Check all applicable)

TERADYNE, INC., 321

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

TERADYNE INC [TER]

10% Owner Officer (give title Other (specify

HARRISON AVENUE

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

X\_ Director

Applicable Line) \_X\_ Form filed by One Reporting Person

Filed(Month/Day/Year)

02/06/2006

Form filed by More than One Reporting

BOSTON, MA 02118

(City) (State) (Zip)

(Street)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially 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) (Instr. 8) (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I) Ownership (Instr. 4) (Instr. 4)

(A) or Code V Amount (D) Price

Reported Transaction(s) (Instr. 3 and 4)

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 Derivative Conversion Security or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if

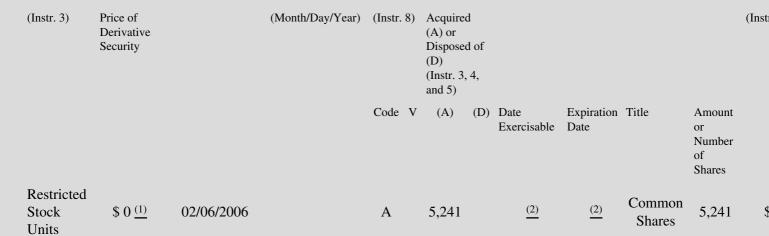
any

5. Number Transaction of Derivative Expiration Date Code Securities

6. Date Exercisable and (Month/Day/Year)

7. Title and Amount of 8. Pr **Underlying Securities** Deri (Instr. 3 and 4) Secu

### Edgar Filing: VALLEE ROY - Form 4



## **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

VALLEE ROY

X

TERADYNE, INC. 321 HARRISON AVENUE BOSTON, MA 02118

# **Signatures**

Eileen Casal, General Counsel, by power of attorney 02/08/2006

\*\*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 represents the right to receive one share of Teradyne, Inc. common stock.
- (2) The restricted stock unmits will vest in full on February 6, 2007.
- (3) Includes a total of 79,500 options to purchase common stock of Teradyne, Inc., 5,241 RSUs', and 7,362 phantom stock units.

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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