Edgar Filing: TERADYNE, INC - Form 4

TERADYNE Form 4												
January 02, 2 FORM											- 3235-028	
Check this if no long subject to Section 16 Form 4 or Form 5 obligation may conti <i>See</i> Instru- 1(b).	box 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 and the Securities Exchange Act of 1940								Expires:January 31, 2005Estimated average burden hours per response0.5			
(Print or Type R	esponses)											
1. Name and Address of Reporting Person * CASAL EILEEN2. Issuer Symbol				r Name and Ticker or Trading					5. Relationship of Reporting Person(s) to Issuer			
		TERAD							(Check all applicable)			
(Last) (First) (Middle) 3. Date of (Month/D TERADYNE, INC., 600 12/31/20 RIVERPARK DRIVE				-					Director 10% Owner X Officer (give title Other (specify below) VP, General Counsel &Secretary			
			mendment, Date Original Aonth/Day/Year)					 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person 				
NORTH RE.	ADING, MA 018	64							Form filed by M Person			
(City)	(State) (Zip)	Table	I - Nor	n-De	erivative S	ecuri	ties Acq	uired, Disposed of	f, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution D any (Month/Day/	ate, if	Code (Instr.	8)	4. Securit n(A) or Di (D) (Instr. 3, Amount	spose 4 and (A) or	d of	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
Common Shares	12/31/2007			A <u>(1)</u>			A	\$ 8.79	14,231	D		

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

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.

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

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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. Transactic Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	;	ate	7. Title Amoun Underl Securi (Instr.	nt of lying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Own Follo Repo Trans (Instr
				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			
CASAL EILEEN TERADYNE, INC. 600 RIVERPARK DRIVE NORTH READING, MA 01864			VP, General Counsel & Secretary				
Signatures							
/s/ Eileen Casal, General Counsel	01/0	02/2008					

**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 acquired pursuant to Teradyne's 1996 Employee Stock Purchase Plan under Section 423 of Internal Revenue Code of 1986, as amended, in a transaction exempt under Rule 16b-3.

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.