TERADYNE, INC Form 4/A February 07, 2008

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB 3235-0287

Number:

OMB APPROVAL

January 31, Expires: 2005

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b). (Print or Type Responses)

Stock

1. Name and A GILLIS ED	ddress of Repor WIN J	ting Person *	2. Issuer Name and Ticker or Trading Symbol TERADYNE, INC [TER]	5. Relationship of Reporting Person(s) to Issuer		
(Last) (First) (Middle)		(Middle)	3. Date of Earliest Transaction	(Check all applicable)		
TERADYNE, INC., 600 RIVERPARK DRIVE			(Month/Day/Year) 02/04/2008	X_ Director 10% Owner Officer (give title below) Other (specification)		
(Street) NORTH READING,, MA 01864			4. If Amendment, Date Original Filed(Month/Day/Year) 02/05/2008	6. Individual or Joint/Group Filing(Ch Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reportin Person		
(City)	(State)	(Zip)	Table I - Non-Derivative Securities Ac	equired, Disposed of, or Beneficially Own		

(City)	(State) (2	Table	e I - Non-Do	erivative S	ecurities Ac	quired, Disposed	of, or Beneficia	lly Owned
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securit	ies	5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transactio	onAcquired	(A) or	Securities	Form: Direct	Indirect
(Instr. 3)		any	Code	Disposed	of (D)	Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)	(Instr. 3,	4 and 5)	Owned	Indirect (I)	Ownership
						Following	(Instr. 4)	(Instr. 4)
					(4)	Reported		
					(A)	Transaction(s)		
			C 1 W		or	(Instr. 3 and 4)		
_			Code V	Amount	(D) Price			
Common						11,398	D	
Stock						11,570	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)

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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. NumborDerivative Securities Acquired Disposed (Instr. 3, 5)	ve es d (A) or d of (D)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	\$ 0 (1)	02/04/2008		A	9,804		(2)	(2)	Common Stock	9,804
Restricted Stock Units	\$ 0 (3)	02/05/2008		M		6,575	(3)	(3)	Common Stock	6,575
Phantom Stock Units	\$ 0 (4)	02/05/2008		M	6,575		<u>(4)</u>	<u>(4)</u>	Common Stock	6,575

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
GILLIS EDWIN J TERADYNE, INC. 600 RIVERPARK DRIVE NORTH READING,, MA 01864	X					
^						

Signatures

\s\Eileen Casal, General Counsel, by power of attorney

**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 (RSU's) represents the right to receive one share of Teradyne, Inc. common stock.
- (2) These RSU's were issued under the Teradyne, Inc. 2006 Equity and Compensation Incentive Plan, are time-based and will vest in full on February 4, 2009.
- (3) Indicates conversion upon vesting of 100% of time-based RSU's granted on February 5, 2007 under the Teradyne, Inc. 2006 Equity and Cash Compensation Incentive Plan.
- At the election of the reporting person, upon vesting of the RSU's, the shares were converted into Phantom Stock Units (PSU's) pursuant (4) to the Teradyne, Inc. Deferral Plan for Non-Employee Directors (Restated on May 25, 2006). The PSU's are to be settled one-for-one in the Issuer's common stock generally within ninety (90) days of the date the non-employee director no longer serves as such.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 2

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