## Edgar Filing: BAGLEY JAMES W - Form 4

BAGLEY JA Form 4	MES W									
July 02, 2008	:									
FORM	4	am	~~~~						PPROVAL	
UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549									3235-0287	
Check this if no long subject to Section 10 Form 4 or	er <b>STATEN</b> 6.	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES							January 31, 2005 average Jirs per . 0.5	
Form 5 obligation may conti <i>See</i> Instru 1(b).	on									
(Print or Type R	(esponses)									
1. Name and Address of Reporting Person <u>*</u> BAGLEY JAMES W			2. Issuer Name <b>and</b> Ticker or Trading Symbol TERADYNE, INC [TER]				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
RIVERPAR	K DRIVE						5610 (*)	001010)		
(Street) 4. If Amendment, Date Original Filed(Month/Day/Year)				<ul><li>6. Individual or Joint/Group Filing(Check</li><li>Applicable Line)</li><li>_X_ Form filed by One Reporting Person</li></ul>						
NORTH RE	ADING, MA 01	864					Form filed by Person	More than One R	eporting	
(City)	(State)	(Zip)	Tab	le I - Non-I	Derivative S	Securities A	cquired, Disposed	of, or Beneficia	lly Owned	
	2. Transaction Date (Month/Day/Year)	2A. Deemo Execution any (Month/Da	Date, if	3. Transactio Code (Instr. 8)	4. Securition Acquired ( Disposed of (Instr. 3, 4	A) or of (D)	Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code V	Amount	(D) Price	(Instr. 3 and 4)			
Reminder: Repo	ort on a separate line	e for each cla	ass of sec	urities benef	ficially own	ed directly	or indirectly.			
					inform require	ation cont ed to resp /s a curre	spond to the colle tained in this form ond unless the fo ntly valid OMB co	n are not rm	SEC 1474 (9-02)	

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number	6. Date Exercisable and	7. Title and Amount of	8. Pric
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onof Derivative	Expiration Date	Underlying Securities	Deriva
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	Securi

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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	(A) or Disposed (D)	Disposed of (D) (Instr. 3, 4,				(Instr.	
			Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock Units	\$ 0 <u>(1)</u>	07/01/2008	А	1,444		<u>(1)</u>	<u>(1)</u>	Common Shares	1,444	\$ 11

## **Reporting Owners**

Reporting Owner Name / Address		Relationsh		
	Director	10% Owner	Officer	Other
BAGLEY JAMES W TERADYNE, INC. 600 RIVERPARK DRIVE NORTH READING, MA 01864	Х			
Signatures				
/s/Eileen Casal, by power of attorney		07/02/2008		
**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).

The Phantom Stock Units were acquired under the Teradyne, Inc. Deferral Plan for Non-Employee Directors (as restated on May 25, 2006) at the election of the reporting person in lieu of his quarterly retainer for services as a non-employee director and such units are to

- (1) 2000) at the election of the reporting person in neuron insignation year of services as a non-employee director and such thirs are to be settled 1 for 1 in the Issuer's common stock generally within ninety (90) days of the date the non-employee director no longer serves as such.
- (2) Does not include 52,500 options to purchase common stock of Teradyne, Inc. and does not include 9,804 unvested Teradyne, Inc. restricted 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.