## Edgar Filing: GUERTIN TIMOTHY E - Form 4

GUERTIN TIMO	THY E											
Form 4												
January 26, 2011												
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549										- 2025-0		
Check this box if no longer subject to Section 16. Form 4 or		F CHAN	IGES IN SECU	BENE	CFIC 5	IAL OV	WNERSHIP OI	Estimated burden hol response	Januar			
Form 5 obligations may continue. <i>See</i> Instruction 1(b).	·	a) of the I	Public U		lding C	ompa	any Act	nge Act of 1934, of 1935 or Secti 940				
(Print or Type Respon	ises)											
1. Name and Address of Reporting Person <u>*</u> GUERTIN TIMOTHY E			2. Issuer Name <b>and</b> Ticker or Trading Symbol					5. Relationship of Reporting Person(s) to Issuer				
		TERAI	DYNE, II	NC [TE	RJ		(Check all applicable)					
(Last) (First) (Middle) 600 RIVERPARK DRIVE			3. Date of Earliest Transaction (Month/Day/Year) 01/24/2011					X_ Director 10% Owner Officer (give title Other (specify below) below)				
(S		4. If Amendment, Date Original Filed(Month/Day/Year)					<ul> <li>6. Individual or Joint/Group Filing(Check Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> <li> Form filed by More than One Reporting</li> </ul>					
NORTH READIN	NG, MA 01	864						Person	whole than one is	eporting		
(City) (S	State)	(Zip)	Tab	le I - Non-	Derivati	ve Sec	curities A	cquired, Disposed	of, or Beneficia	ally Owned	1	
	nsaction Date h/Day/Year)	2A. Deemo Execution any (Month/Da	Date, if	3. Transactio Code (Instr. 8)	4. Secu onAcquire Dispose (Instr. 3	ed (A) ed of (	D) d 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 Indirect Beneficia Ownershi (Instr. 4)	1	
				Code V	Amour	nt (D	) Price	(instround 1)				
Reminder: Report on	a separate line	e for each cla	ass of sec	urities bene	-		-	-				
					info requ disp	rmati uired	ion cont to respo a curre	spond to the colle ained in this form ond unless the fo ntly valid OMB co	n are not orm	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. Pr
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onof Derivative	Expiration Date	Underlying Securities	Deriv
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	Secu
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired			(Inst

	Derivative Security				<ul><li>(A) or</li><li>Disposed of</li><li>(D)</li><li>(Instr. 3, 4, and 5)</li></ul>						
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	\$ 0 <u>(1)</u>	01/24/2011	А		2,508		(2)	(2)	Common Shares	2,508	

## **Reporting Owners**

 Reporting Owner Name / Address
 Relationships

 Director
 10% Owner
 Officer
 Other

 GUERTIN TIMOTHY E
 X
 Value
 Value
 Value

 600 RIVERPARK DRIVE
 X
 Value
 Value
 Value

 Signatures
 Value
 Value
 Value
 Value

Ryan Driscoll, Deputy General Counsel, by power of attorney

\*\*Signature of Reporting Person

Date

01/26/2011

## **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) 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 Cash Compensation Incentive Plan, are time-based, and will vest in full on the earlier of the date the 2011 Annual Meeting of Shareholders is held or the last Thursday in May 2011.

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.