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Form 4	INC										
June 01, 2009											
FORM	Δ								PPROVAL		
-	UNITED	STATES		RITIES A			E COMMISSIO	N OMB Number:	3235-0287		
Check this t if no longer						Expires:	January 31,				
subject to Section 16. Form 4 or	SIAIEN		OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES						2005 average urs per . 0.5		
Form 5 obligations may continu <i>See</i> Instruct 1(b).	Bection 17((a) of the l	Public U	Itility Hol	ding Cor		nge Act of 1934, of 1935 or Secti 1940				
(Print or Type Res	sponses)										
1. Name and Address of Reporting Person <u>*</u> TUFANO PAUL J			2. Issuer Name and Ticker or Trading Symbol TERADYNE, INC [TER]				5. Relationship of Reporting Person(s) to Issuer				
(Last)					(Check all applicable)						
TERADYNE, INC., 600 RIVERPARK DRIVE			(Month/Day/Year) 05/28/2009			X_ Director 10% Owner Officer (give title Other (specify below) below)					
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)			 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 					
NORTH REA	DING,, MA 0	1864					Person	More than One R	eporting		
(City)	(State)	(Zip)	Tab	ole I - Non-J	Derivative	Securities A	Acquired, Disposed	of, or Beneficia	lly Owned		
	Transaction Date Ionth/Day/Year)	2A. Deema Execution any (Month/Da	Date, if	3. Transactio Code (Instr. 8) Code V	Disposed (Instr. 3, 4	(A) or of (D)	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 of Indirect Beneficial Ownership (Instr. 4)		
			c								
Reminder: Report	on a separate line	e for each cl	ass of sec	urities bene	Perso inforn requir	ons who res nation cont red to resp	or indirectly. spond to the collect tained in this form ond unless the fo ntly valid OMB co	n are not orm	SEC 1474 (9-02)		
					numb	•					

 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 of	6. Date Exercisable and	7. Title and Amount of	8.1
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Securities	De
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	Sec

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Acquirec or Dispo (D) (Instr. 3, and 5)	sed of					(
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	\$ 0 <u>(1)</u>	05/28/2009		А	15,428		(2)	(2)	Common Stock	15,428	
Restricted Stock Units	\$ 0 <u>(1)</u>	05/28/2009		А	5,143		(2)	(2)	Common Stock	5,143	

Reporting Owners

Reporting Owner Name / Address		Relationsh		
	Director	10% Owner	Officer	Other
TUFANO PAUL J TERADYNE, INC. 600 RIVERPARK DRIVE NORTH READING,, MA 01864	Х			
Signatures				
\s\Paul G. Igoe, Associate Genera	l Counsel	, by power o	f	06/01/2009

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 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 May 28, 2010.

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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