

TERADYNE INC
Form 3
March 28, 2005

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â McAndrews Amy R		(Month/Day/Year)	TERADYNE INC [TER]	
(Last)	(First)	(Middle)	03/18/2005	
TERADYNE, INC., Â 321 HARRISON AVENUE			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
BOSTON, Â MA Â 02118			___ Director	___ 10% Owner
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Officer	___ Other
			(give title below)	(specify below)
			Controller	6. Individual or Joint/Group Filing(Check Applicable Line)
				<input checked="" type="checkbox"/> Form filed by One Reporting Person
				___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Shares	1,675	D	Â

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

SEC 1473 (7-02)

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Title			

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		Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Non-Qualified Stock Option (Right to Buy)	01/28/2004 ⁽¹⁾	01/28/2011	Common Shares	8,000	\$ 27.06	D	Â
Non-Qualified Stock Option (Right to Buy)	04/28/2003 ⁽¹⁾	04/28/2010	Common Shares	6,000	\$ 11.66	D	Â
Non-Qualified Stock Option (Right to Buy)	07/19/2003 ⁽²⁾	07/19/2009	Common Shares	1,000	\$ 17.48	D	Â
Non-Qualified Stock Option (Right to Buy)	04/01/2003 ⁽²⁾	04/01/2009	Common Shares	8,500	\$ 39.06	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
McAndrews Amy R TERADYNE, INC. 321 HARRISON AVENUE BOSTON, MA 02118	Â	Â	Â Controller	Â

Signatures

Amy R
McAndrews 03/28/2005

Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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) This option is granted under Teradyne's 1997 Stock Option Plan, as amended, and is exercisable at a rate of 20% per year, commencing on the date stated as exercisable.
- (2) This option is granted under Teradyne's 1997 Stock Option Plan, as amended, and is exercisable at a rate of 25% per year, commencing on the date stated as exercisable.

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.