

Tektronix, Inc.
14200 SW Karl Braun Drive
P.O. Box 500 M/S 50-LAW
Beaverton, Oregon 97077-0001
503 627-6804
503 627-6049 Fax

Kathleen V. Boylan
Legal Administrator

0920

Tektronix

August 12, 2002

RECEIVED
OFFICE OF THE SECRETARY

AUG 13 2002

Jonathan G. Katz, Secretary
Securities and Exchange Commission
450 Fifth Street, N.W.
Washington, DC 20549

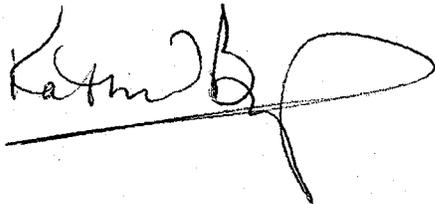
Re: Order Certificate Pursuant to Commission Order 4-460
Tektronix, Inc.
File No. 1-4837

Dear Mr. Katz:

Please find attached the subject Order Certificate from the Tektronix, Inc. Chief Executive Officer, Richard H. Wills. The Order Certificate for our Chief Financial Officer will be sent to you under separate cover.

If you have any questions, please call James F. Dalton, Vice President, General Counsel and Secretary at 503-627-6700. If you cannot reach Mr. Dalton, please call me at 503-627-6804.

Yours sincerely,



Enclosure: Order Certificate from Richard H. Wills, Tektronix, Inc. File No. 1-4837

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**Statement Under Oath of Principal Financial Officer Regarding
Facts and Circumstances Relating to Exchange Act Filings**

I, Colin L. Slade, state and attest that:

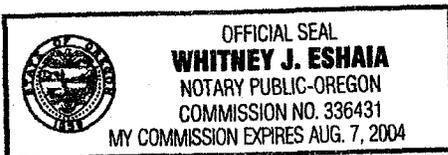
1. To the best of my knowledge, based upon a review of the covered reports of Tektronix, Inc., and, except as corrected or supplemented in a subsequent covered report:
 - no covered report contained an untrue statement of a material fact as of the end of the period covered by such report (or in the case of a report on Form 8-K or definitive proxy materials, as of the date on which it was filed); and
 - no covered report omitted to state a material fact necessary to make the statements in the covered report, in light of the circumstances under which they were made, not misleading as of the end of the period covered by such report (or in the case of a report on Form 8-K or definitive proxy materials, as of the date on which it was filed).
2. I have reviewed the contents of this statement with the Company's audit committee.
3. In this statement under oath, each of the following, if filed on or before the date of this statement, is a "covered report":
 - the Annual Report on Form 10-K for the fiscal year ended May 25, 2002 filed with the Commission of Tektronix, Inc.;
 - all reports on Form 10-Q, all reports on Form 8-K and all definitive proxy materials of Tektronix, Inc. filed with the Commission subsequent to the filing of the Form 10-K identified above; and
 - any amendments to any of the foregoing.

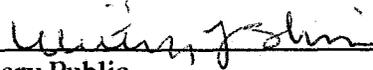


Colin L. Slade
Senior Vice President and Chief Financial Officer
August 12, 2002

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Subscribed and sworn to before me this 12th day
of August, 2002.




Notary Public
My Commission Expires: 8-7-04