

KEITHLEY INSTRUMENTS INC  
Form 4  
October 05, 2005

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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**STATEMENT OF CHANGES IN 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 \*  
ETSLER PHILIP

2. Issuer Name and Ticker or Trading Symbol  
KEITHLEY INSTRUMENTS INC  
[KEI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction  
(Month/Day/Year)  
10/03/2005

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
VP Human Resources

KEITHLEY INSTRUMENTS, INC., 28775 AURORA ROAD

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

SOLON, OH 44139

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3)         | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 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 of Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|   |                                      |  | Code                           | V   | Amount or Price   |  |                                   |
| Common Shares                           | 03/31/2005                           |  | J <sup>(1)</sup>               |   | 78 A \$ 15.86   | 33,413   | D                                 |
| Common Shares                           | 06/30/2005                           |  | J <sup>(1)</sup>               |   | 78 A \$ 15.8  | 33,419   | D                                 |
| Common Shares                           | 09/30/2005                           |  | J <sup>(1)</sup>               |   | 86 A \$ 14.4  | 33,577   | D                                 |
| Restricted Common Shares <sup>(2)</sup> |                                      |  |                                |   |   | 8,422  | D                                 |

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

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(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Common Share Option                        | \$ 5.7188  |                                      |  |                                |   | 09/20/1999 09/19/2007                                    | Common Shares   | 7,000                      |
| Common Share Option                        | \$ 2.5313  |                                      |  |                                |   | 09/12/2000 09/11/2008                                    | Common Shares   | 12,000                     |
| Common Share Option                        | \$ 4.125   |                                      |  |                                |   | 07/17/2001 07/16/2009                                    | Common Shares   | 27,000                     |
| Common Share Option                        | \$ 45.125  |                                      |  |                                |   | 08/02/2002 08/01/2010                                    | Common Shares   | 24,000                     |
| Common Share Option                        | \$ 18.41   |                                      |  |                                |   | 07/25/2003 <sup>(3)</sup> 07/24/2011                     | Common Shares   | 22,000                     |
| Common Share Option                        | \$ 13.76   |                                      |  |                                |   | 07/24/2004 <sup>(3)</sup> 07/23/2012                     | Common Shares   | 22,000                     |
| Common Share Option                        | \$ 16.12   |                                      |  |                                |   | 07/19/2005 <sup>(3)</sup> 07/18/2013                     | Common Shares   | 24,000                     |
| Common Share Option                        | \$ 18.75   |                                      |  |                                |   | 07/17/2006 <sup>(3)</sup> 07/16/2014                     | Common Shares   | 21,000                     |
| Common Share Option                        | \$ 15.05   | 10/03/2005                           |  | A                              | 6,400   | 10/04/2007 <sup>(3)</sup> 10/03/2015                     | Common Shares   | 6,400                      |
| Performance Award Unit                     | \$ 0   | 10/03/2005                           |  | A                              | 5,000 <sup>(4)</sup>  | 09/30/2008 02/01/2012                                    | Common Shares   | 5,000                      |

## Reporting Owners

Reporting Owner Name / Address

Relationships

