Edgar Filing: SCHERER BARBARA VAUGHN - Form 4

SCHERER BARBARA VAUGHN

Form 4 January 30, 2006

FORM 4

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

OMB Number:

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Expires:

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 4 or Form 5 obligations may continue. See Instruction

Check this box

if no longer

subject to

Section 16.

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

1(b).

(Print or Type Responses)

CCHEDED DADDADA VALICINI			2. Issuer Name and Ticker or Trading Symbol				5. Relationship of Reporting Person(s) to Issuer			
		KEIT [KEI	HLEY INS	TRUME	NTS	INC	(Che	eck all applicable	e)	
(Last)	(First) (M	,	3. Date of Earliest Transaction (Month/Day/Year)			_X_ Director Officer (gives below)		6 Owner er (specify		
337 ENCINAL ST			01/27/2006				below)	below)		
(Street) 4. If Amer			mendment, Da	endment, Date Original				6. Individual or Joint/Group Filing(Check		
		Filed(Month/Day/Year)			Applicable Line) _X_ Form filed by	One Reporting Pa	erson	
SANTA CRUZ, CA 95060			Form filed by More than Or Person							
(City)	(State)	(Zip) T	able I - Non-I	erivative	Securi	ties Ac	quired, Disposed	of, or Beneficia	lly Owned	
1.Title of	2. Transaction Date		3.	4. Secur			5. Amount of	6. Ownership	7. Nature of	
Security (Instr. 3)	(Month/Day/Year)	Execution Date any	Code	onAcquire			Securities Beneficially	Form: Direct (D) or	Indirect Beneficial	
(msu. 3)		(Month/Day/Ye	1		Owned	Indirect (I)	Ownership			
		` ,	, , ,	(======================================				(Instr. 4)	(Instr. 4)	
					(A) or		Reported Transaction(s)			
			Code V	Amount		Price	(Instr. 3 and 4)			
Common shares	01/27/2006		A	939	A	\$ 0	1,875	D		

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

Persons who respond to the collection of **SEC 1474** information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

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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. Transactic Code (Instr. 8)	of Derivative	Number Expiration Date of (Month/Day/Year) Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3,		Underlying Securities (Instr. 3 and 4)		8. Pr Deri Secu (Inst
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Common Stock Option	\$ 16.68					03/03/2005	09/02/2014	Common Stk	10,000	
Common Stock Option	\$ 16.67					05/13/2005	02/12/2015	Common Stk	10,000	

Reporting Owners

Reporting Owner Name / Address	Relationships					
r	Director	10% Owner	Officer	Other		
SCHERER BARBARA VAUGHN 337 ENCINAL ST SANTA CRUZ, CA 95060	X					

Signatures

Mark J. Plush, 01/30/2006 Attorney-in Fact

**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).

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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