

KEITHLEY INSTRUMENTS INC

Form 4

June 08, 2007

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

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if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
See Instruction  
1(b).

**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 \*  
**HENDRIX LEON J JR**

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)

**KEITHLEY INSTRUMENTS,  
INC., 28775 AURORA ROAD**

(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
**06/06/2007**

☒ Director ☐ 10% Owner  
☐ Officer (give title below) ☐ Other (specify below)

**SOLON, OH 44139**

(City) (State) (Zip)

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

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

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Shares                      |                                         |                                                             |                                         | (A)<br>or<br>(D)                                                           | 17,305                                                                                                             | D                                                                    |                                                                   |

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

**Persons who respond to the collection of  
information contained in this form are not  
required to respond unless the form  
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SEC 1474  
(9-02)

**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<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |     | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                    | 8. D<br>S<br>(I |                                     |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|-----|---------------------------------------------------------------------|--------------------|-----------------|-------------------------------------|
|                                                     |                                                                       |                                         |                                                             | Code                                    | V                                                                                                                  | (A)                                                            | (D) | Date<br>Exercisable                                                 | Expiration<br>Date | Title           | Amount<br>or<br>Number<br>of Shares |
| Common<br>Stock<br>Option                           | \$ 4.4063                                                             |                                         |                                                             |                                         |                                                                                                                    |                                                                |     | 08/15/1998                                                          | 02/14/2008         | Common<br>Stk   | 10,000                              |
| Common<br>Stock<br>Option                           | \$ 3.7813                                                             |                                         |                                                             |                                         |                                                                                                                    |                                                                |     | 08/14/1999                                                          | 02/13/2009         | Common<br>Stk   | 10,000                              |
| Common<br>Stock<br>Option                           | \$ 17.7813                                                            |                                         |                                                             |                                         |                                                                                                                    |                                                                |     | 08/13/2000                                                          | 02/12/2010         | Common<br>Stk   | 10,000                              |
| Common<br>Stock<br>Option                           | \$ 36.85                                                              |                                         |                                                             |                                         |                                                                                                                    |                                                                |     | 08/18/2001                                                          | 02/17/2011         | Common<br>Stk   | 10,000                              |
| Common<br>Stock<br>Option                           | \$ 19.23                                                              |                                         |                                                             |                                         |                                                                                                                    |                                                                |     | 08/18/2002                                                          | 02/16/2012         | Common<br>Stk   | 10,000                              |
| Common<br>Stock<br>Option                           | \$ 10.7                                                               |                                         |                                                             |                                         |                                                                                                                    |                                                                |     | 08/16/2003                                                          | 02/15/2013         | Common<br>Stk   | 10,000                              |
| Common<br>Stock<br>Option                           | \$ 23.13                                                              |                                         |                                                             |                                         |                                                                                                                    |                                                                |     | 08/15/2004                                                          | 02/14/2014         | Common<br>Stk   | 10,000                              |
| Common<br>Stock<br>Option                           | \$ 16.67                                                              |                                         |                                                             |                                         |                                                                                                                    |                                                                |     | 05/13/2005                                                          | 02/12/2015         | Common<br>Stk   | 10,000                              |
| Phantom<br>Stock<br>Units                           | \$ 13.1621                                                            | 06/06/2007                              |                                                             | A                                       | 75.8                                                                                                               |                                                                |     | (1)                                                                 | (1)                | Common<br>Stk   | 75.8                                |

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

HENDRIX LEON J JR  
KEITHLEY INSTRUMENTS, INC. X  
28775 AURORA ROAD  
SOLON, OH 44139

## Signatures

Mark J. Plush,  
Attorney-in Fact 06/08/2007

\_\_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) The phantom stock units were accrued under the Keithley Instruments, Inc. Deferred Stock Plan and are to be settled in common stock or cash upon the retirement from the Board of the reporting person; retirement date is not yet known.
- (2) Phantom shares were acquired on various dates (beginning 09/19/1995) with prices ranging from \$2.469 to \$64.00.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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