

KEITHLEY INSTRUMENTS INC
 Form 4
 May 28, 2009

FORM 4

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

OMB APPROVAL

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Check this box 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 *
 KEITHLEY JOSEPH P

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)

SOLON, OH 44139

(City) (State) (Zip)

3. Date of Earliest Transaction (Month/Day/Year)
 05/26/2009

Director 10% Owner
 Officer (give title below) Other (specify below)
 Director, Chairman, CEO

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 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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Class B Common Shares | | | | (A) or (D) | Price | | |
| Class B Common Shares | | | | | | I | Partnership ⁽¹⁾ |
| Class B Common Shares | | | | | | I | Trust ⁽²⁾ |
| Class B Common Shares | | | | | | D | |
| Common | 05/26/2009 | | P ⁽³⁾ | 500 | A \$ | 90,015 | D |

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| | | | | | | | | |
|---|------------|------------------|-----|---|---------|--------|---|------|
| Shares | | | | | | 4.36 | | |
| Common Shares | 05/26/2009 | P ⁽³⁾ | 100 | A | \$ 4.3 | 90,115 | D | |
| Common Shares | 05/26/2009 | P ⁽³⁾ | 100 | A | \$ 4.32 | 90,215 | D | |
| Common Shares | 05/26/2009 | P ⁽³⁾ | 100 | A | \$ 4.35 | 90,315 | D | |
| Common Shares | 05/27/2009 | P ⁽³⁾ | 800 | A | \$ 4.35 | 91,115 | D | |
| Common Shares | 05/27/2009 | P ⁽³⁾ | 500 | A | \$ 4.3 | 91,615 | D | |
| Common Shares | 05/27/2009 | P ⁽³⁾ | 188 | A | \$ 4.37 | 91,803 | D | |
| Restricted Common Shares ⁽⁴⁾ | | | | | | 2,616 | D | |
| Common Shares | | | | | | 2,448 | I | Wife |

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 displays a currently valid OMB control number.

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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. Code | 5. Transaction 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 Securities (Instr. 3 and 4) | Amount Number Shares |
|--|--|--------------------------------------|--|---------|---|--|---|----------------------|
| Common Share Option | \$ 45.125 | | | | | 08/02/2002 08/01/2010 | Common Shares | 120,000 |
| Common Share Option | \$ 18.41 | | | | | 07/25/2003 ⁽⁵⁾ 07/24/2011 | Common Shares | 100,000 |
| | \$ 13.76 | | | | | 07/24/2004 ⁽⁵⁾ 07/23/2012 | | 100,000 |

