

KEITHLEY INSTRUMENTS INC  
Form 8-K  
February 04, 2009

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of Earliest Event Reported): February 4, 2009

Keithley Instruments, Inc.

(Exact name of registrant as specified in its charter)

|  |              |                     |
|--|--------------|---------------------|
| Ohio                                     | 1-9965       | 34-0794417          |
| (State or other jurisdiction             | (Commission  | (I.R.S. Employer    |
| of incorporation)                        | File Number) | Identification No.) |
| 28775 Aurora Road, Solon, Ohio           | 44139        |                     |
| (Address of principal executive offices) | (Zip Code)   |                     |

Registrant's telephone number, including area code: (440) 248-0400

Not Applicable

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Former name or former address, if changed since last report

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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**Item 2.02 Results of Operations and Financial Condition.**

(a) On February 4, 2009 Keithley Instruments, Inc. issued a press release reporting its financial results for its first quarter of fiscal year 2009, which ended December 31, 2008. A copy of the release is attached as Exhibit 99.

The information contained herein and in the accompanying exhibit shall not be incorporated by reference into any filing of the Registrant, whether made before or after the date hereof. The information in this report, including the exhibit hereto, shall not be deemed to be "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section or Sections 11 and 12(a)(2) of the Securities Act of 1933, as amended.

**Item 9.01 Financial Statements and Exhibits.**

(c) Exhibits.

99. Press Release Dated February 4, 2009

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Keithley Instruments, Inc.

*February 4, 2009 By: /s/ Mark J. Plush*

*Name: Mark J. Plush*

*Title: Vice President and Chief Financial Officer*

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Exhibit Index

| <b>Exhibit No.</b> | <b>Description</b> |
|--------------------|--------------------|
|--------------------|--------------------|

|    |                                      |
|----|--------------------------------------|
| 99 | Press Release Dated February 4, 2009 |
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