

KEITHLEY INSTRUMENTS INC
 Form 4
 November 10, 2008

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)
 11/06/2008

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| Class B Common Shares | | | | | 1,954,816 | I | Partnership ⁽¹⁾ |
| Class B Common Shares | | | | | 46,062 | I | Trust ⁽²⁾ |
| Class B Common Shares | | | | | 130,000 | D | |
| Common | 11/06/2008 | | M | 14,250 | A ⁽³⁾ | 62,949 | D |

| | | | | |
|---|-------|---|------|--|
| Shares | | | | |
| Restricted Common Shares ⁽⁴⁾ | 3,924 | D | | |
| Common Shares | 2,448 | I | Wife | |

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

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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. 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) | 8. An | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---------------|----------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Nu Sh |
| Common Share Option | \$ 45.125 | | | | | 08/02/2002 | 08/01/2010 | Common Shares | 12 |
| Common Share Option | \$ 18.41 | | | | | 07/25/2003 ⁽⁵⁾ | 07/24/2011 | Common Shares | 10 |
| Common Share Option | \$ 13.76 | | | | | 07/24/2004 ⁽⁵⁾ | 07/23/2012 | Common Shares | 10 |
| Common Share Option | \$ 16.12 | | | | | 08/10/2005 | 07/18/2013 | Common Shares | 10 |
| Common Share Option | \$ 18.75 | | | | | 02/15/2005 | 07/16/2014 | Common Shares | 7 |
| Common Share Option | \$ 15.05 | | | | | 10/04/2007 ⁽⁵⁾ | 10/03/2015 | Common Shares | 5 |
| Performance Award Unit | ⁽³⁾ | 11/06/2008 | | M | 14,250 ⁽³⁾ | 09/30/2008 ⁽⁶⁾ | ⁽⁶⁾ | Common Shares | 1 |
| Common Share Option | \$ 9.12 | | | | | 11/09/2009 ⁽⁵⁾ | 11/09/2017 | Common Shares | 3 |
| Performance Award Unit | \$ 0 | | | | | 09/30/2010 ⁽⁶⁾ | ⁽⁶⁾ | Common Shares | 1 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| KEITHLEY JOSEPH P KEITHLEY INSTRUMENTS, INC. 28775 AURORA ROAD SOLON, OH 44139 | X | X | Director, Chairman, CEO | |

Signatures

Mark J. Plush,
Attorney-in Fact

11/10/2008

**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) Keithley Investment Co. Limited Partnership

(2) Joseph F. Keithley 1988 Family Trust - reporting person is Trustee

(3) Each Performance Award Unit represents a right to receive one common share. The number of Performance Award Units initially granted was a target amount, and the number of Performance Award Units that vested and converted to common shares was based upon: a) the Company's revenue growth as compared to a defined Peer Group; and b) the Company maintaining an acceptable level of profitability during the performance period which ended on September 30, 2008. Performance Award Units that did not vest were forfeited.

(4) Restricted shares will become fully vested on December 1, 2010

(5) Date reported applies to 50% of total, one-half of the balance is then exercisable in each succeeding year.

(6) Each Performance Award Unit represents the right to receive one common share. The number of units initially awarded, the target, is shown above. The actual number of units that will be awarded and converted to shares is based upon: a) the Company's revenue growth as compared to a defined Peer Group and, b) the Company maintaining an acceptable level of profitability during the performance period which ends on the date exercisable (the "vesting date"). Awarded units are automatically converted to shares under the Plan on or before the December 31st following the Vesting Date.

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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